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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Kader Holdings Company Limited, you should at once hand this circular together with the form of proxy to the purchaser or transferee, or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**KADER HOLDINGS COMPANY LIMITED**

**開達集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 180)**

**PROPOSALS FOR GENERAL MANDATES TO BUY BACK SHARES  
AND ISSUE NEW SHARES,  
RE-ELECTION OF DIRECTORS  
PROPOSED ADOPTION OF AMENDED AND RESTATED BYE-LAWS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Kader Holdings Company Limited to be held at 11th Floor, 22 Kai Cheung Road, Kowloon Bay, Kowloon, Hong Kong on Tuesday, 23 May 2023 at 10:30 a.m., is set out on pages 86 to 89 of this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so desire.

27 April 2023

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at 11th Floor, 22 Kai Cheung Road, Kowloon Bay, Kowloon, Hong Kong on Tuesday, 23 May 2023 at 10:30 a.m. or any adjournment thereof
“Amended and Restated Bye-laws”	the amended and restated bye-laws proposed to be adopted by the Company at the AGM which are set out in Appendix III to this circular (with proposed amendments marked-up against the existing version of the Bye-laws posted on the website of the Stock Exchange)
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company and “Bye-law” shall mean a Bye-law thereof
“Company”	Kader Holdings Company Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Main board of the Stock Exchange
“Directors”	directors of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	20 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholders”	holders of the Shares
“Shares”	shares of HK\$0.10 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs

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## DEFINITIONS

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“2022 Annual Report”	annual report of the Company for the year ended 31 December 2022
“%”	per cent

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LETTER FROM THE BOARD

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**KADER**

*Manufacturing Trust*

**KADER HOLDINGS COMPANY LIMITED**

**開達集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 180)**

***Directors:***

*Executive Directors:*

Mr. Kenneth Ting Woo-shou, *SBS, JP*

*(Chairman and Managing Director)*

Mrs. Nancy Ting Wang Wan-sun

Mr. Ivan Ting Tien-li

Mr. Lao Wai-keung

*Non-executive Director:*

Mr. Bernie Ting Wai-cheung

*Independent Non-executive Directors:*

Mr. Floyd Chan Tsoi-yin

Mr. Andrew Yao Cho-fai, *BBS, JP*

Mr. Desmond Chum Kwan-yue

Ms. Sabrina Chao Sih-ming, *BBS, JP*

***Registered Office:***

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM 10

Bermuda

***Principal Place of Business in***

***Hong Kong:***

22 Kai Cheung Road

Kowloon Bay

Kowloon

Hong Kong

27 April 2023

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO BUY BACK SHARES  
AND ISSUE NEW SHARES,  
RE-ELECTION OF DIRECTORS,  
PROPOSED ADOPTION OF AMENDED AND RESTATED BYE-LAWS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM relating to, among other things, (i) the granting of general mandates to the Directors to buy back Shares and issue new Shares, (ii) the details of the retiring Directors to be re-elected at the AGM and (iii) the adoption of Amended and Restated Bye-laws.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES TO BUY BACK SHARES AND ISSUE NEW SHARES

At the annual general meeting of the Company held on 2 June 2022, ordinary resolutions were passed for the granting of general mandates to the Directors (i) to buy back Shares on the Stock Exchange of up to 10% of the total number of the Shares in issue on 2 June 2022; and (ii) to allot, issue and deal with Shares not exceeding (a) 20% of the total number of the Shares in issue on 2 June 2022, plus (b) the number of any Shares bought back by the Company of up to 10% of the Shares pursuant to the general mandate granted on 2 June 2022.

The aforesaid general mandates will lapse at the conclusion of the AGM (or any adjournment of it), unless renewed at the AGM. The Directors consider that these mandates increase the flexibility in dealing with the Company's affairs and are in the interests of both the Company and the Shareholders as a whole, and therefore that resolutions should be proposed to renew these mandates at the AGM.

It is proposed that a new general mandate be granted to the Directors at the AGM to buy back Shares of up to 10% of the total number of the Shares in issue as at the date of passing of the resolution (the "Share Buy-back Mandate") as set out in the notice of AGM. A resolution as set out in the notice of AGM authorising the extension of the general mandate to the Directors to issue securities of the Company to include the total number of such Shares bought back (if any) under the Share Buy-back Mandate is to be proposed at the AGM. As at the Latest Practicable Date, the issued Shares comprises 950,587,991 shares. Assuming that there is no change in the number of issued Shares between the period from the Latest Practicable Date to the date of passing of the resolution, the Company would be allowed to buy back a maximum of 95,058,799 Shares as at the date of passing the resolution.

In addition, it is proposed that a new general mandate be granted to the Directors at the AGM to allot, issue and deal with Shares not exceeding 20% of the total number of the Shares in issue as at the date of passing the resolution granting the general mandate to provide flexibility to the Company to raise funds by issue of Shares efficiently as set out in the notice of AGM. Subject to the passing of the resolution and assuming no further Shares are issued or bought back after the Latest Practicable Date and up to the date of passing such resolution, the Directors are authorised to issue Shares up to a limit of 190,117,598 Shares.

The above two general mandates shall expire at the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the AGM in relation to the proposed Share Buy-back Mandate which is set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF RETIRING DIRECTORS

At the AGM, Mrs. Nancy Ting Wang Wan-sun, Mr. Ivan Ting Tien-li and Mr. Bernie Ting Wai-cheung will retire by rotation in accordance with Bye-law 109(A) (read in conjunction with Bye-law 189(ix)) of the Bye-laws and all being eligible, offer themselves for re-election.

The Board is of the view that the retiring Directors will continue to contribute to the Board with their deep understanding of the businesses of the Group, diversity of skills set and perspectives. The Board also believes that the valuable knowledge and experience of these retiring Directors in the businesses of the Group and their general business acumen continue to generate significant contribution to the Company and the Shareholders as a whole.

Biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### PROPOSED ADOPTION OF AMENDED AND RESTATED BYE-LAWS

Reference is made to the announcement of the Company dated 30 March 2023. The Board proposes to amend the Bye-laws to (i) bring the Bye-laws of the Company in alignment with the Core Shareholder Protection Standards set out in Appendix 3 of the Listing Rules; (ii) reflect certain updates in relation to the applicable laws of Bermuda and the Listing Rules; and (iii) make other house-keeping amendments. Accordingly, the Board proposes to adopt the Amended and Restated Bye-laws in substitution for, and to the exclusion of, the existing Bye-laws.

The full text of the proposed Amended and Restated Bye-laws (with mark-up against the existing version of the Bye-laws posted on the website of the Stock Exchange) is set out in Appendix III to this circular. The Chinese translation of the proposed Amended and Restated Bye-laws is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail.

The legal advisers of the Company as to Hong Kong law have confirmed to the Company that the proposed Amended and Restated Bye-laws comply with the requirements of the Listing Rules and the legal advisers of the Company as to Bermuda law have confirmed to the Company that the proposed Amended and Restated Bye-laws do not violate the applicable laws of Bermuda. In addition, the Company has confirmed to the Stock Exchange that there is nothing unusual about the proposed Amended and Restated Bye-laws.

The proposed adoption of the Amended and Restated Bye-laws is subject to the approval of the Shareholders by way of special resolution at the AGM.

### ANNUAL GENERAL MEETING

The ordinary resolutions in respect of the ordinary business of the re-election of Directors, the special business of the general mandates to buy back Shares and issue new Shares, and the special resolution in respect of the adoption of Amended and Restated Bye-laws will be proposed to the Shareholders at the AGM. The Notice of the AGM is set out on pages 86 to 89 of this circular. A copy of the 2022 Annual Report is dispatched to the Shareholders together with this circular.

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## LETTER FROM THE BOARD

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A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof if they so wish.

### VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any votes of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, the chairman of the AGM will therefore demand a poll for every resolution put to the vote of the AGM pursuant to Bye-law 78 of the Bye-laws. The results of the vote by poll will be announced by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### RECOMMENDATION

The Directors consider that the proposed resolutions for approval of the granting of the general mandates to buy back Shares and issue new Shares, and to add the total number of Shares that may be bought back to the total number of the Shares that may be allotted pursuant to the general mandate to issue Shares, the re-election of retiring Directors and the adoption of Amended and Restated Bye-laws are each in the best interests of the Company and the Shareholders as a whole, and accordingly, recommend all Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM.

### GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully,  
For and on behalf of  
**KADER HOLDINGS COMPANY LIMITED**  
**Kenneth Ting Woo-shou**  
*Chairman*



The following is a summary of more important provisions of the Listing Rules relating to the buy-back of Shares on the Stock Exchange by a company whose primary listing is on the Stock Exchange. This appendix serves as an explanatory statement, as required by the Listing Rules to provide requisite information to you for your consideration with regard to the general mandate to buy back Shares.

### **1. ISSUED SHARES**

As at the Latest Practicable Date, the number of Shares of the Company in issue was 950,587,991 Shares. Subject to the passing of the resolution granting the proposed mandate to buy back Shares and on the basis that no further Shares are issued or bought back after the Latest Practicable Date and up to the date of passing such resolution, the Directors are authorised to buy back Shares up to a limit of 95,058,799 Shares.

### **2. REASONS FOR BUY-BACKS**

The Directors believe that the ability to buy back Shares is in the interests of the Company and its Shareholders as a whole. Buy-backs may, depending on the circumstances, result in an increase of net assets or earnings per share of the Company or both. The Directors are seeking the grant of a general mandate to buy back Shares to give the Company the flexibility to do so when the Directors believe that such buy-backs will benefit the Company and its Shareholders as a whole.

### **3. FUNDING OF BUY-BACKS**

It is envisaged that the buy-backs would be funded entirely from the Company's funds legally available for the purpose in accordance with the provisions of the Memorandum of Association and Bye-laws of the Company and the applicable laws of Bermuda. Bermuda law provides that the amount of capital paid in connection with a share buy-back may only be paid out of either the capital paid up on the relevant Shares, or the funds of the Company that would otherwise be available for dividend or distribution or the proceeds of a fresh issue of Shares made for the purpose. The amount of premium payable on buy-back may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company before such Shares are bought back.

On the basis of the consolidated financial position of the Company as at 31 December 2022, the Directors consider that the exercise in full of the 10% of mandate to buy back Shares would not have a material adverse impact on the working capital or gearing position of the Company as compared with such position as contained in the latest published audited financial statements of the Company. The Directors do not have any immediate plan to exercise the Share Buy-back Mandate unless they consider the purchases are in the best interests of the Company.

### **4. GENERAL INFORMATION**

There are no Directors or, to the best knowledge of the Directors having made all reasonable enquiries, close associates of Directors of the Company, who have a present intention, in the event that the general mandate is approved by Shareholders, to sell any Shares to the Company.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make buy-backs pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

As at the Latest Practicable Date, Mr. Kenneth Ting Woo-shou (“Mr. Ting”) held 549,968,695 Shares representing approximately 57.86% of the total number of Shares in issue. Out of the 549,968,695 Shares, 288,929,941 Shares were held by Mr. Ting personally, 2,075,183 Shares were held by Mr. Ting’s spouse, 49,292,571 Shares were held by Glory Town Limited and 209,671,000 Shares were held by H.C. Ting’s Holdings Limited in which Mr. Ting has a controlling interest through Tyrol Investments Limited and Border Shipping Limited respectively. Assuming the buy-back of Shares is exercised in full pursuant to the Share Buy-back Mandate, that no further Shares are issued or bought back prior to the AGM and that the number of Shares held by Mr. Ting remains unchanged, the interests of Mr. Ting will be increased from 57.86% to 64.28% of the total number of Shares in issue. The Directors are not aware of any consequence which may arise under the Takeovers Code as a result of any buy-back of Shares made under the Share Buy-back Mandate.

No buy-backs have been made by the Company of its Shares on the Stock Exchange in the previous six months prior to the date of this circular.

No core connected persons of the Company (as defined in the Listing Rules) have notified the Company that they have a present intention to sell any Shares to the Company and no such persons have undertaken not to sell any such Shares to the Company in the event that the Company is authorised to make buy-backs of the Shares.

**5. SHARE PRICES**

The highest and lowest prices at which Shares have been traded on the Stock Exchange in each of the previous twelve months are as follows:

	<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
<b>2022</b>		
April	0.440	0.410
May	0.440	0.390
June	0.450	0.400
July	0.445	0.430
August	0.440	0.400
September	0.445	0.365
October	0.450	0.355
November	0.460	0.370
December	0.465	0.395
<b>2023</b>		
January	0.485	0.425
February	0.455	0.400
March	0.455	0.405
April (up to and including the Latest Practicable Date)	0.450	0.410

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## **APPENDIX II      DETAILS OF RETIRING DIRECTORS TO BE RE-ELECTED**

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The biographical details of the retiring Directors proposed to be re-elected at the forthcoming AGM are set out as follows:

### **MRS. NANCY TING WANG WAN-SUN**

Mrs. Nancy Ting Wang Wan-sun, aged 75, was appointed as a Non-executive Director of the Company in January 2008, and re-designated as an Executive Director of the Company in February 2009. She has been an Executive Director of Kader Industrial Company Limited, a wholly-owned subsidiary of the Company, since 2001. She also serves as director of certain other subsidiaries of the Company. Mrs. Ting was appointed as Trustee of the Hong Kong Children's Hospital Charitable Foundation for a three-year term from 5 November 2019 to 4 November 2022. Save as disclosed above, Mrs. Ting does not hold any other position with the Company or its subsidiaries and did not hold any directorship, whether in Hong Kong or overseas, in any other public listed companies in the previous three years.

Mrs. Ting is the wife of Mr. Kenneth Ting Woo-shou, Chairman and Managing Director of the Company, the mother of Mr. Ivan Ting Tien-li, Executive Director of the Company and the auntie of Mr. Bernie Ting Wai-cheung, Non-executive Director of the Company. Save as disclosed above, Mrs. Ting does not have any relationship with any other directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Mrs. Ting was interested in 2,075,183 Shares of personal interests representing approximately 0.22% interest in the issued Shares as disclosed pursuant to Part XV of the SFO. Save as disclosed above, Mrs. Ting was not interested in any shares or underlying shares of the Company within the meaning of Part XV of the SFO.

During the year ended 31 December 2022, Mrs. Ting has received director's fees of HK\$80,000 by reference to her duties and responsibilities towards the Company. The amount was determined by the Remuneration Committee of the Company. No service contract has been entered into between Mrs. Ting and the Company in respect of her appointment as executive director of the Company, which is for a non-specific term subject to re-election upon retirement by rotation under the Company's Bye-laws 109(A) and 189(ix). Save as disclosed above, there are no other emoluments nor any bonus payments to be disclosed pursuant to the requirements of Rule 13.51 (2) (g) of the Listing Rules.

Save as disclosed above, there are no other matters relating to the re-election of Mrs. Ting that need to be brought to the attention of the Shareholders of the Company, and there is no other information of Mrs. Ting to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

### **MR. IVAN TING TIEN-LI**

Mr. Ivan Ting Tien-li, aged 47, was appointed as an Executive Director of the Company in April 2006. He was appointed as the Managing Director of the Company in July 2010, and stepped down from that position when he was re-designated as a Non-executive Director of the Company in July 2012. He was re-designated as an Executive Director of the Company in April 2018. Mr. Ting holds a Bachelor's Degree in International Politics and Economics. He is one of the authorized representatives of the Company. He has been an Executive Director of Kader Industrial Company Limited, a wholly-owned subsidiary of the Company, since 1998. Apart from this, he also serves as director of certain other subsidiaries of the

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## **APPENDIX II      DETAILS OF RETIRING DIRECTORS TO BE RE-ELECTED**

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Company. Mr. Ting was appointed as an Independent Non-executive Director of Harbour Center Development Limited in December 2018. Save as disclosed above, Mr. Ting does not hold any other position with the Company or its subsidiaries and did not hold any directorship, whether in Hong Kong or overseas, in any other public listed companies in the previous three years.

Mr. Ting was the Chairman of the Hong Kong Chapter of Entrepreneurs' Organization from 2006 to 2007 and its Global Board from 2016 to 2017. He was on the Hong Kong Toys Advisory Committee of the Hong Kong Trade Development Council from 2003 to 2007 and from 2010 to 2014. Mr. Ting currently serves as the Chairman of Hong Kong Toys Council, an Honorary Chairman and a General Committee Member of the Hong Kong Exporters' Association and a Governing Board Member of the International Council of Toy Industries (ICTI) Ethical Toy Program. He is also a member of Jiangsu Provincial Committee of the Chinese People's Political Consultative Conference and permanent Chairman of Federation of Hong Kong Jiangsu Youth.

Mr. Ting is the son of Mr. Kenneth Ting Woo-shou, Chairman and Managing Director of the Company and Mrs. Nancy Ting Wang Wan-sun, Executive Director of the Company, and the cousin of Mr. Bernie Ting Wai-cheung, Non-executive Director of the Company. Save as disclosed above, Mr. Ting does not have any relationship with any other directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Ting was interested in 21,530,432 Shares of personal interests representing approximately 2.26% interest in the issued Shares as disclosed pursuant to Part XV of the SFO. Save as disclosed above, Mr. Ting was not interested in any shares or underlying shares of the Company within the meaning of Part XV of the SFO.

During the year ended 31 December 2022, Mr. Ting has received an aggregate remuneration of HK\$1,864,000 by reference to his duties and responsibilities towards the Company. The amount was determined by the Remuneration Committee of the Company. No service contract has been entered into between Mr. Ting and the Company in respect of his appointment as an executive director of the Company, which is for a non-specific term subject to re-election upon retirement by rotation under the Company's Bye-laws 109(A) and 189(ix). Save as disclosed above, there are no other emoluments nor any bonus payments to be disclosed pursuant to the requirements of Rule 13.51 (2) (g) of the Listing Rules.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Ting that need to be brought to the attention of the Shareholders of the Company, and there is no other information of Mr. Ting to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

### **MR. BERNIE TING WAI-CHEUNG**

Mr. Bernie Ting Wai-cheung, aged 57, was appointed as a Non-executive Director of the Company in July 2010. He was appointed as a director of Kader Industrial Company Limited, a wholly-owned subsidiary of the Company, since July 2010. Mr. Ting also serves as director of certain other subsidiaries of the Company. He studies Mechanical Engineering at the University of Toronto, Canada. He obtained his MBA at Worcester Polytechnic Institute in the USA. He briefly worked in a manufacturing company in Canada. He is now working at Qualidux Industrial Company Limited as the Director and General Manager. Save as

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## APPENDIX II      DETAILS OF RETIRING DIRECTORS TO BE RE-ELECTED

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disclosed above, Mr. Ting does not hold any other position with the Company or its subsidiaries and did not hold any directorship, whether in Hong Kong or overseas, in any other public listed companies in the previous three years.

Mr. Ting is the Honorary President of Hong Kong Toys Council under the auspices of the Federations of Hong Kong Industries. He became the Vice President of International Council of Toys Industries (ICTI) in 2009 to 2015 and has become the President of Asian Committee of Toy Industries since May 2018. As part of his public duties in Hong Kong, he was the Chairman of Hong Kong Q-Mark Council from 2011 to 2021. He is the Vice Chairman of The Hong Kong Standards and Testing Centre Limited. He is the Director of Hong Kong Certification Centre Limited. He is the Vice Chairperson of “CreateSmart Initiative” Vetting Committee. Mr. Ting is the Vice President of the Hong Kong Plastics Manufacturers Association Limited. He has been appointed by the Financial Secretary of the Hong Kong Special Administrative Region as member of Standing Committee on Company Law Reform since 1 February 2019. He has been appointed by the Secretary for Innovation and Technology as a member of the Accreditation Advisory Board since November 2020. On 1 January 2021, the Secretary for Commerce and Economic Development has appointed Mr. Ting as a member of the Hong Kong Export Credit Insurance Corporation Advisory Board. He contributes his spare time to community service through Rotary Club of Hong Kong South.

Mr. Ting is the nephew of Mr. Kenneth Ting Woo-shou, Chairman and Managing Director of the Company and Mrs. Nancy Ting Wang Wan-sun, Executive Director of the Company, and the cousin of Mr. Ivan Ting Tien-li, Executive Director of the Company. Mr. Ting is a substantial shareholder of Forest Crimson Limited which is a substantial shareholder of the Company. Save as disclosed above, Mr. Ting does not have any relationship with any other directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Ting does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

During the year ended 31 December 2022, Mr. Ting has received director’s fees of HK\$80,000 by reference to his duties and responsibilities towards the Company. The amount was determined by the Board after taking into account the recommendations of the Remuneration Committee of the Company. Save as disclosed above, there are no other emoluments nor any bonus payments to be disclosed pursuant to the requirements of Rule 13.51 (2) (g) of the Listing Rules.

Mr. Ting has entered into a term of service with the Company for two years commencing on 1 May 2021 until 30 April 2023. Mr. Ting will continue to be appointed as non-executive director of the Company since 1 May 2023 and subject to re-election upon retirement by rotation under the Company’s Bye-laws 109 (A) and 189 (ix).

Save as disclosed above, there are no other matters relating to the re-election of Mr. Ting that need to be brought to the attention of the Shareholders of the Company, and there is no other information of Mr. Ting to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

The Companies Act 1981

Company Limited by Shares

**Amended and Restated**  
**Bye-Laws**

~~(Including all alterations up to 28th day of May 2004)~~

(Adopted by special resolution passed at an annual general meeting of the Company held  
on 23 May, 2023)

of

**KADER HOLDINGS COMPANY LIMITED**  
(Incorporated in Bermuda with limited liability)

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**THE COMPANIES ACT 1981**

**Company Limited by Shares**

**AMENDED AND RESTATED**  
**BYE-LAWS**

**OF**

**KADER HOLDINGS COMPANY LIMITED**

(Adopted by special resolution passed  
at an annual general meeting of the Company held on 23 May, 2023)

**INTERPRETATION**

~~4- The headings to these Bye laws shall not be deemed to be part of these Bye laws and shall not affect their interpretation and in the interpretation of these Bye laws, unless there be something in the subject or context inconsistent therewith:-~~

~~“Bermuda” shall mean the Islands of Bermuda;~~

~~“Hong Kong” shall mean Hong Kong and its dependencies;~~

~~“the Company” or “this Company” shall mean Kader Holdings Company Limited, incorporated in Bermuda on the 18th day of September, 1989;~~

~~“the Companies Act” shall mean the Companies Act 1981 as may from time to time be amended;~~

~~“the Statutes” shall mean the Companies Act and every other act (as may from time to time be amended) for the time being in force in Bermuda applying to or affecting the Company, the Memorandum of Association and/or these presents;~~

~~“these Bye laws” or “these presents” shall mean these Bye laws in their present form and all supplementary, amended or substituted Bye laws for the time being in force;~~

~~“capital” shall mean the share capital from time to time of the Company;~~

~~“share” shall mean share in the capital of the Company and includes stock except where a distinction between stock and shares is expressed or implied;~~

~~“shareholders” or “members” shall mean the duly registered holders from time to time of the shares in the capital of the Company;~~

~~“Principal Register” shall mean the register of members of the Company maintained in Bermuda;~~

~~“the register” shall mean the Principal Register or any branch register to be kept pursuant to the provisions of Bye law 15;~~

~~“Head Office” shall mean such office of the Company as the Board may from time to time determine to be the principal office of the Company;~~

~~“Transfer Office” shall mean the place where the Principal Register is situate for the time being;~~

~~“Registration Office” shall mean in respect of any class of share capital, such place or places in the Relevant Territory or elsewhere where the Board from time to time determine to keep a branch register of shareholders in respect of that class of share capital and where (except in cases where the Board otherwise agree) transfers or other documents of title for such class of share capital are to be lodged for registration and are to be registered;~~

~~“Relevant Territory” shall mean Hong Kong or such other territory as the Board may from time to time decide if the issued ordinary share capital of the Company is listed on a stock exchange in such territory;~~

~~“the Board” shall mean the Board from time to time of the Company or (as the context may require) the majority of Directors present and voting at a meeting of the Directors at which there is a quorum;~~

~~“Secretary” shall mean the person or corporation for the time being performing the duties of that office and where two or more persons are appointed to act as Joint Secretaries shall include any one of those persons;~~

~~“Auditors” shall mean the persons for the time being performing the duties of that office;~~

~~“the Chairman” shall mean the Chairman presiding at any meeting of members or of the Board;~~

~~“call” shall include any instalment of a call;~~

~~“seal” shall mean any common seal from time to time of the Company and includes, unless the context otherwise requires, any duplicate seal that the Company may have as permitted by the Statutes;~~

~~“dividend” shall include scrip dividends, distributions in specie or in kind, capital distributions and capitalisation issues, if not inconsistent with the subject or context;~~

~~“HK\$” shall mean Hong Kong dollars or other the lawful currency for the time being of Hong Kong;~~

~~“debenture” and “debenture holder” shall respectively include “debenture stock” and “debenture stockholder”;~~

~~“month” shall mean a calendar month;~~

~~\* “advertisement in one or more newspapers” in context where Relevant Territory is Hong Kong shall mean a paid advertisement in English in at least one English language newspaper and in Chinese in at least one Chinese Language newspaper, being in each case a newspaper published daily and circulating generally in Hong Kong and specified in the list of newspapers issued and published in the Gazette for the purposes of section 71A of the Companies Ordinance by the Chief Secretary of Hong Kong;~~

~~“writing” or “printing” shall include writing, printing, lithography, photography, typewriting and every other mode of representing words or figures in a legible and non-transitory form;~~

~~“subsidiary” shall mean any subsidiary within the meaning of section 86 of the Companies Act;~~

~~\*\*,# “Clearing House” shall mean a recognised clearing house within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) or a clearing house or authorised shares depository recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction;~~

~~\*\* “corporate representative” shall mean any person appointed to act as a representative of a corporation pursuant to Bye law 96(A) or (B);~~

~~# “associate” shall have the same meaning as defined by the rules, where applicable, of any Designated Stock Exchange;~~

\* *As amended by Special Resolution passed on 29/6/1990*

\*\* *As amended by Special Resolution passed on 21/6/1996*

\*\*,# *As amended by Special Resolution passed on 21/6/1996 and 28/5/2004*

# *As amended by Special Resolution passed on 28/5/2004*

# ~~“Designated Stock Exchange” shall mean a stock exchange which is an appointed stock exchange for the purposes of the Companies Act in respect of which the shares are listed or quoted and where such appointed stock exchange deems such listing or quotation to be the primary listing or quotation of the shares;~~

~~words denoting the singular shall include the plural and words denoting the plural shall include the singular;~~

~~words importing any gender shall include every gender; and~~

~~words importing persons shall include partnerships, firms, companies and corporations.~~

~~Subject as aforesaid, any words or expressions defined in the Companies Act (except any statutory modification thereof not in force when these Bye laws become binding on the Company) shall, if not inconsistent with the subject and/or context, bear the same meaning in these Bye laws, save that “company” shall where the context permits include any company incorporated in Bermuda or elsewhere.~~

~~References to any statute or statutory provision shall be construed as relating to any statutory modification or re enactment thereof for the time being in force.~~

~~References to any Bye laws by number are to the particular Bye law of these Bye laws.~~

~~\*\* A resolution shall be a special resolution when it has been passed by a majority of not less than three fourths of such members as, being entitled so to do, vote in person or, in the case of such members as are corporations, by their respective duly authorised corporate representative or, where proxies and attorneys are allowed, by proxy or by attorney at a general meeting of which not less than 21 days, notice, specifying (without prejudice to the power contained in these presents to amend the same) the intention to propose the resolution as a special resolution, has been duly given Provided that, if it is so agreed by a majority in number of the members having a right to attend and vote at any such meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right, a resolution may be proposed and passed as a special resolution at a meeting of which less than 21 days, notice has been given.~~

~~\*\* A resolution shall be an ordinary resolution when it has been passed by a simple majority of such members as, being entitled so to do, vote in person or, in the case of any member being a corporation, by its duly authorised corporate representative or, where proxies are allowed, by proxy at a general meeting held in accordance with these presents.~~

~~A special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Bye laws or the Statutes.~~

~~\*\* As amended by Special Resolution passed on 21/6/1996~~

~~# As amended by Special Resolution passed on 28/5/2004~~

1. (A) The headings to these Bye-laws shall not be deemed to be part of these Bye-laws and shall not affect their interpretation. In the interpretation of these Bye-laws, unless the context otherwise requires:–

“advertisement in one or more newspapers” in a context where the Relevant Territory is Hong Kong shall mean a paid advertisement in English in at least one English language newspaper and in Chinese in at least one Chinese language newspaper, being in each case a newspaper published daily and circulating generally in Hong Kong;

“Auditor” shall mean the auditor of the Company for the time being and may include any individual or partnership;

“Bermuda” shall mean the Islands of Bermuda;

“the Board” and “Directors” shall mean the board of directors from time to time of the Company or the directors present at a meeting of directors of the Company at which a quorum is present;

“these Bye-laws” shall mean these Bye-laws in their present form and all supplementary, amended or substituted Bye-laws for the time being in force;

“call” shall include any instalment of a call;

“capital” shall mean the share capital from time to time of the Company;

“the Chairman” shall mean the Chairman presiding at any meeting of members or of the Board;

“Clearing House” shall mean a recognised clearing house within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) or a clearing house or authorised shares depository recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction;

“close associate” shall have the same meaning as defined in the Listing Rules as modified from time to time in relation to any Director, except that for purposes of Bye-law 107 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules;

“the Companies Act” shall mean the Companies Act 1981 of Bermuda as may from time to time be amended;

“the Company” or “this Company” shall mean Kader Holdings Company Limited, incorporated in Bermuda on the 18th day of September, 1989;

“corporate representative” shall mean any person appointed to act as a representative of a corporation pursuant to Bye-law 95(A) or (B);

“debenture” and “debenture holder” shall respectively include “debenture stock” and “debenture stockholder”;

“Designated Stock Exchange” shall mean a stock exchange which is an appointed stock exchange for the purposes of the Companies Act in respect of which the shares are listed or quoted and where such appointed stock exchange deems such listing or quotation to be the primary listing or quotation of the shares;

“dividend” shall include scrip dividends, distributions in specie or in kind, capital distributions and capitalisation issues, if not inconsistent with the subject or context;

“Head Office” shall mean such office of the Company as the Board may from time to time determine to be the principal office of the Company;

“HK\$” shall mean Hong Kong dollars, the legal currency of Hong Kong;

“Hong Kong” shall mean Hong Kong Special Administrative Region of the People’s Republic of China;

“Listing Rules” shall mean the rules of the Designated Stock Exchange;

“Memorandum of Association” shall mean the Memorandum of Association of the Company in its present form;

“month” shall mean a calendar month;

“Principal Register” shall mean the register of members of the Company maintained in Bermuda;

“the register” shall mean the Principal Register or any branch register to be kept pursuant to the provisions of Bye-law 14;

“Registration Office” shall mean in respect of any class of share capital, such place or places in the Relevant Territory or elsewhere where the Board from time to time determine to keep a branch register of shareholders in respect of that class of share capital and where (except in cases where the Board otherwise agree) transfers or other documents of title for such class of share capital are to be lodged for registration and are to be registered;

“Relevant Territory” shall mean Hong Kong or such other territory as the Board may from time to time decide if the issued ordinary share capital of the Company is listed on a stock exchange in such territory;

“seal” shall mean any common seal from time to time of the Company and includes, unless the context otherwise requires, any duplicate seal that the Company may have as permitted by the Statutes;

“Secretary” shall mean any person, firm or corporation appointed by the Board to perform any of the duties of secretary of the Company and includes any assistant, deputy, temporary or acting secretary;

“share” shall mean share in the capital of the Company and includes stock except where a distinction between stock and shares is expressed or implied;

“shareholders” or “members” shall mean the duly registered holders from time to time of the shares in the capital of the Company;

“the Statutes” shall mean the Companies Act and every other act (as may from time to time be amended) for the time being in force in Bermuda applying to or affecting the Company, the Memorandum of Association and/or these Bye-laws;

“subsidiary” shall mean any subsidiary within the meaning of section 86 of the Companies Act;

“Transfer Office” shall mean the place where the Principal Register is situate for the time being; and

“writing” or “printing” shall include writing, printing, lithography, photography, typewriting and every other mode of representing words or figures in a legible and non-transitory form;

- (B) In these Bye-laws, unless there be something within the subject or context inconsistent with such construction:
- (i) words denoting the singular shall include the plural and words denoting the plural shall include the singular;



- (ii) words importing any gender shall include every gender;
- (iii) words importing persons shall include partnerships, firms, companies and corporations;
- (iv) Subject as aforesaid, any words or expressions defined in the Companies Act (except any statutory modification thereof not in force when these Bye-laws become binding on the Company) shall, if not inconsistent with the subject and/or context, bear the same meaning in these Bye-laws, save that “company” shall where the context permits include any company incorporated in Bermuda or elsewhere;
- (v) References to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force;
- (vi) References to any Bye-laws by number are to the particular Bye-law of these Bye-laws;
- (vii) A resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of the votes cast by such members as, being entitled so to do, vote in person or, in the case of such members as are corporations, by their respective duly authorised corporate representative or, where proxies and attorneys are allowed, by proxy or by attorney at a general meeting of which notice specifying (without prejudice to the power contained in these Bye-laws to amend the same) the intention to propose the resolution as a special resolution, has been duly given;
- (viii) A resolution shall be an extraordinary resolution when it has been passed by a majority of not less than two-thirds of the votes cast by such members as, being entitled so to do, vote in person or, in the case of such members as are corporations, by their respective duly authorised corporate representative or, where proxies and attorneys are allowed, by proxy or by attorney at a general meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution, has been duly given;
- (ix) A resolution shall be an ordinary resolution when it has been passed by a simple majority of the votes cast by such members as, being entitled so to do, vote in person or, in the case of any member being a corporation, by its duly authorised corporate representative or, where proxies are allowed, by proxy at a general meeting held in accordance with these Bye-laws; and

(x) A special resolution and an extraordinary resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Bye-laws or the Statutes.

2. Without prejudice to any other requirements of the Statutes, a special resolution shall be required to alter the provisions of the Memorandum of Association, to approve any amendment of these ~~presents~~ Bye-laws or to change the name of the Company.

#### SHARE CAPITAL AND MODIFICATION OF RIGHTS

3. (A) The authorised share capital of the Company at the date of the adoption of these Bye-laws is HK\$100,000,000 divided into 1,000,000,000 shares of a par value of HK\$0.10 each.
- (B) ~~The~~ Subject to the Statutes, the power contained in the Memorandum of Association for the Company to purchase or otherwise acquire its shares shall be exercisable by the Board upon such terms and subject to such conditions as it thinks fit.
- ~~\*(C) Subject to compliance with the Statutes, Listing Rules and the rules and regulations of any other competent regulatory authority, the Company may give financial assistance on such terms as the Board thinks fit to its bona fide employees for the purpose of or in order that they may buy connection with a purchase made or to be made by any person of any shares in the Company, and such terms may include a requirement that, when an employee ceases to be employed by the Company, shares bought with such financial assistance shall or may be sold to the Company on such terms as the Board thinks fit.~~

~~\*To be read in conjunction with Bye law 189(i).~~

4. Without prejudice to any special rights or restrictions for the time being attaching to any shares or any class of shares, any share may be issued upon such terms and conditions and with such preferred, deferred or other special rights, or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the Company may from time to time by ordinary resolution determine (or, in the absence of any such determination or so far as the same may not make specific provision, as the Board may determine).
5. Subject to the Statutes, any preference shares may, with the sanction of a special resolution, be issued on terms:
- (a) that they are to be redeemed on the happening of a specified event or on a given date; and/or,

\* ~~As amended by Special Resolution passed on 29/6/1990~~

- (b) that they are liable to be redeemed at the option of the Company; and/or,
  - (c) if authorised by the Memorandum of Association of the Company, that they are liable to be redeemed at the option of the holder.
6. The Board may issue warrants or convertible securities or securities of similar nature conferring the right upon the holders thereof to subscribe for any class of shares or securities in the capital of the Company on such terms as it may from time to time determine. ~~Where warrants are issued to bearer, no new warrant shall be issued to replace one that has been lost unless the Board is satisfied beyond reasonable doubt that the original has been destroyed and the Company has received an indemnity in such form as the Board shall think fit with regard to the issue of any such new warrant.~~
7. (A) If at any time the capital is divided into different classes of shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the shares of that class) may, subject to the provisions of the Statutes, be varied or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting the provisions of these Bye-laws relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be not less than two persons holding or representing by proxy one-third in nominal value of the issued shares of that class, and at an adjourned meeting not less than two persons holding or representing by proxy shares of that class, and that any holder of shares of the class present in person or by proxy may demand a poll.
- (B) The provisions of this Bye-law 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 to be varied.
- (C) 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 therewith.

#### **SHARES AND INCREASE OF CAPITAL**

8. The Company in general meeting may from time to time, whether or not all the shares for the time being authorised shall have been issued and whether or not all the shares for the time being issued shall have been fully paid up, by ordinary resolution increase its share capital by the creation of new shares, such new capital to be of such amount and to be divided into shares of such respective amounts and in such lawful currency as the resolution shall prescribe.

9. Any new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the general meeting resolving upon the creation thereof shall direct, and if no direction be given, subject to the provisions of the Statutes and of these Bye-laws, as the Board shall determine; and in particular such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a special or without any right of voting.
- ~~10. The Company may by ordinary resolution, before the issue of any new shares, determine that the same, or any of them, shall be offered in the first instance, and either at par or at a premium, to all the existing holders of any class of shares in proportion as nearly as may be to the number of shares of such class held by them respectively, or make any provisions as to the issue and allotment of such shares, but in default of any such determination or so far as the same shall not extend, such shares may be dealt with as if they formed part of the capital of the Company existing prior to the issue of the same.~~
- ~~10.~~ Except so far as otherwise provided by the conditions of issue or by these Bye-laws, any capital raised by the creation of new shares shall be treated as if it formed part of the original capital of the Company and such shares shall be subject to the provisions contained in these Bye-laws with reference to the payment of calls and instalments, transfer and transmission, forfeiture, lien, cancellation, surrender, voting and otherwise.
- ~~11.~~ All unissued shares in the Company shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times, for such consideration and generally on such terms as the Board shall in its absolute discretion think fit, but so that no shares shall be issued at a discount to their nominal value. The Board shall, as regards any offer or allotment of shares, comply with the provisions of the Statutes, if and so far as such provisions may be applicable thereto. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such offer, option or shares to shareholders or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Shareholders affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of shareholders for any purpose whatsoever.

~~43~~12. The Company may at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company or procuring or agreeing to procure subscriptions (whether absolutely or conditionally) for any shares in the Company, but so that if the commission shall be paid or payable out of capital the conditions and requirements of the Statutes shall be observed and complied with, and in each case the commission shall not exceed ten per cent. of the price at which the shares are issued. The Company may also on any issue of shares pay such brokerage as may ~~be~~ lawful. The Board may at any time after the allotment of any shares, but before any person has been entered in the register as the holder, recognise a renunciation thereof by the allottee in favour of some other person and may accord to any allottee of a share a right to effect such renunciation on such terms and conditions as the Board may think fit to impose.

~~44~~13. Except as otherwise expressly provided by these Bye-laws or as required by law or as ordered by a court of competent jurisdiction, no person shall be recognised by the Company as holding any share upon any trust and, except as aforesaid, the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as otherwise provided by these Bye-laws or by law) any other right or claim to or in respect of any share except an absolute right to the entirety thereof of the registered holder.

#### **REGISTER OF MEMBERS AND SHARE CERTIFICATES**

- ~~45~~14. (A) The Board shall cause to be kept a ~~register~~register of the members and there shall be entered therein the particulars required under the Statutes.
- (B) Subject to the provisions of the Statutes, if the Board considers it necessary or appropriate, the Company may establish and maintain a branch register of members at such location outside Bermuda as the Board thinks fit and, while the issued share capital of the Company is, with the consent of the Board, listed on any stock exchange in Hong Kong, the Company shall keep a branch register in Hong Kong. A branch register shall be kept in the same manner in which, under the Statutes, the register of members is required to be kept. The Company shall, as soon as reasonably practicable, after the date on which any entry or alteration is made in a branch register, make any necessary alteration in the register of members.

~~\*\*16~~ (C) The Principal Register and branch register of members, as the case may be, shall be open to inspection for at least two (2) hours during business hours by members without charge or by any other person, upon a maximum payment of Hong Kong dollars 2.50 or such lesser sum specified by the Board, at the Transfer Office or such other place at which the register is kept in accordance with the Companies Act or, if appropriate, upon a maximum payment of Hong Kong dollars 1.00 or such lesser sum specified by the Board at the Registration Office. Subject to the Companies Act, the register including any overseas or local or other branch register of members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods (not exceeding in the whole thirty (30) days in each year) as the Board may determine and either generally or in respect of any class of shares.

15. Every person whose name is entered as a member in the register shall be entitled without payment to receive within twenty-one days after allotment or lodgment of a transfer (or within such other period as the conditions of issue or, in the case of shares listed on a stock exchange in Hong Kong, as such stock exchange shall provide) one certificate for all his shares or, if he shall so request, of such sum (not exceeding in the case of any share capital listed on a stock exchange in Hong Kong, the maximum fee prescribed by such stock exchange from time to time, and, in the case of any other share capital, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant register is situate, or otherwise in each case such other sum as the Company may by ordinary resolution from time to time determine) for every certificate after the first as the Board shall from time to time determine, such number of certificates for shares in stock exchange board lots (if any) or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders.

~~16.~~ Every certificate for shares or debentures or representing any other form of security of the Company shall be issued under the seal of the Company ~~provided that, in relation to the shares allotted by the Company in consideration for the acquisition of the issued share capital of Kader Industrial Company Limited:-.~~

- ~~(a) each certificate validly subsisting, at the close of business on the day immediately preceding that on which such acquisition becomes effective, in respect of a holding of any number of shares in Kader Industrial Company Limited shall, from and after the date on which such acquisition becomes effective, have effect for all purposes as if it were a certificate duly issued by the Company for the same number of shares in the Company; and~~
- ~~(b) any such certificate as is referred to in the foregoing (a) may at any time after the acquisition therein referred to becomes effective at the option of the holder thereof be lodged with the Company for exchange whereupon the same shall be cancelled and a certificate for the like number of shares in the Company shall be issued by the Company at its expense if such certificate is so lodged within 30 days of the date of such acquisition and in any other case for such sum (not exceeding, in the case of any share capital listed on a stock exchange in Hong Kong, HK\$2.00, and, in the case of any other share capital, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant register is situate, or otherwise in each case such other sum as the Company may by ordinary resolution from time to time determine) as the Board shall from time to time determine.~~
- ~~1817.~~ (A) Every share certificate hereafter issued shall specify the number and class of shares in respect of which it is issued and the amount paid thereon and may otherwise be in such form as the Board may from time to time prescribe. A share certificate shall relate to only one class of shares.
- (B) Where some only of the shares comprised in a share certificate are transferred the old certificate shall be cancelled and a new certificate for the balance of such shares issued in lieu without charge.
- ~~4918.~~ (A) The Company shall not be bound to register more than four persons as joint holders of any share.
- (B) If any share shall stand in the names of two or more persons, the person first named in the register shall be deemed the sole holder thereof as regards service of notices and, subject to the provisions of these Bye-laws, all or any other matters connected with the Company, except the transfer of the share.

~~\*\*2019.~~

- (A) Any two or more certificates representing shares of any one class held by any member may at his request be cancelled and a single new certificate for such shares issued in lieu for such sum (not exceeding, in the case of any share capital listed on a stock exchange in Hong Kong, the maximum fee prescribed by such stock exchange from time to time, and, in the case of any other share capital, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant register is situate, or otherwise in each case such other sum as the Company may by ordinary resolution from time to time determine) as the Board shall from time to time determine.
- (B) If any member shall surrender for cancellation a share certificate representing shares held by him and request the Company to issue in lieu two or more share certificates representing such shares in such proportions as he may specify, the Board may, if it thinks fit, comply with such request subject to the payment of such sum (not exceeding, in the case of any share capital listed on a stock exchange in Hong Kong, the maximum fee prescribed by such stock exchange from time to time, and, in the case of any other share capital, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant register is situate, or otherwise in each case such other sum as the Company may by ordinary resolution from time to time determine) for every certificate after the first, as the Board shall from time to time determine.

~~\*\*2120.~~

If a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, not exceeding, in the case of any share capital listed on a stock exchange in Hong Kong, the maximum fee prescribed by such stock exchange from time to time, and, in the case of any other capital, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant register is situate, or otherwise in each case such other sum as the Company may by ordinary resolution from time to time determine and on such terms and conditions, if any, as to publication of notices, evidence and indemnity, as the Board thinks fit and in the case of wearing out or defacement, after delivery up of the old certificate. In the case of destruction or loss, the person to whom such replacement certificate is given shall also bear and pay to the Company any exceptional costs and the reasonable out-of-pocket expenses incidental to the investigation by the Company of the evidence of such destruction or loss and of such indemnity.



**LIEN**

- ~~22~~21. The Company shall have a first and paramount lien and charge on every share (not being a fully paid up share) for all moneys, whether presently payable or not, called or payable at a fixed time in respect of such share; and the Company shall also have a first and paramount lien and charge on all shares (other than fully paid up shares) standing registered in the name of a member, whether singly or jointly with any other person or persons, for all the debts and liabilities of such member or his estate to the Company and whether the same shall have been incurred before or after notice to the Company of any equitable or other interest of any person other than such member, and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such member or his estate and any other person, whether a member of the Company or not. The Company's lien (if any) on a share shall extend to all dividends and bonuses declared in respect thereof. The Board may at any time either generally or in any particular case waive any lien that has arisen, or declare any share to be exempt wholly or partially from the provisions of this Bye-law.
- ~~23~~22. The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, nor until the expiration of fourteen days after a notice in writing, stating and demanding payment of the sum presently payable or specifying the liability or engagement and demanding fulfilment or discharge thereof and giving notice of intention to sell in default, shall have been given to the registered holder for the time being of the shares or the person entitled by reason of such holder's death, bankruptcy or winding-up to the shares.
- ~~24~~23. The net proceeds of such sale after the payment of the costs of such sale shall be applied in or towards payment or satisfaction of the debt or liability or engagement in respect whereof the lien exists, so far as the same is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the time of the sale. For giving effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof and may enter the purchaser's name in the register as holder of the shares, and the purchaser 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 or invalidity in the proceedings in reference to the sale.

**CALL ON SHARES**

- ~~25~~24. The Board may from time to time make such calls as it may think fit upon the members in respect of any monies unpaid on the shares held by them respectively (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times. A call may be made payable either in one sum or by instalments.
- ~~26~~25. Fourteen days' notice at least of any call shall be given specifying the time and place of payment and to whom such call shall be paid.
- ~~27~~26. A copy of the notice referred to in Bye-law ~~26~~25 shall be sent to members in the manner in which notices may be sent to members by the Company as herein provided.
- ~~28~~27. In addition to the giving of notice in accordance with Bye-law ~~26~~25, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members by notice to be inserted once at least in a leading English language daily newspaper and (if the Relevant Territory is Hong Kong) in a leading Chinese language daily newspaper circulating in the Relevant Territory.
- ~~29~~28. Every member upon whom a call is made shall pay the amount of every call so made on him to the person and at the time or times and place or places as the Board shall appoint.
- ~~30~~29. A call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed.
- ~~31~~30. The joint holders of a share shall be severally as well as jointly liable for the payment of all calls and instalments due in respect of such share or other moneys due in respect thereof.
- ~~32~~31. The Board may from time to time at their discretion extend the time fixed for any call but no member shall be entitled to any such extension except as a matter of grace and favour.
- ~~33~~32. If the sum payable in respect of any call or instalment be not paid on or before the day appointed for payment thereof, the person or persons from whom the sum is due shall pay interest on the same at such rate not exceeding twenty per cent. per annum as the Board shall fix from the day appointed for the payment thereof to the time of the actual payment, but the Board may waive payment of such interest wholly or in part.

- ~~34~~33. No member shall be entitled to receive any dividend or bonus or to be present and vote (save as proxy for another member) at any general meeting, either personally or (save as proxy for another member) by proxy or by a duly authorised corporate representative, or be reckoned in a quorum, or to exercise any other privilege as a member until all calls or instalments due from him to the Company, whether alone or jointly with any other person, together with interest and expenses (if any) shall have been paid.
- ~~35~~34. On the trial or hearing of any action or other proceedings for the recovery of any money due for any call, it shall be sufficient to prove that the name of the member sued is entered in the register as the holder, or one of the holders, of the shares in respect of which such debt accrued; that the resolution making the call is duly recorded in the minute book; and that notice of such call was duly given to the member sued, in pursuance of these Bye-laws; and it shall not be necessary to prove the appointment of the Board who made such call, nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt.
- ~~36~~35. Any sum which by the terms of allotment of a share is made payable upon allotment or at any fixed date, whether on account of the nominal value of the share and/or by way of premium, shall for all purposes of these Bye-laws be deemed to be a call duly made, notified, and payable on the date fixed for payment, and in case of non-payment all the relevant provisions of these Bye-laws as to payment of interest and expenses, forfeiture and the like, shall apply as if such sums had become payable by virtue of a call duly made and notified. The Board may on the issue of shares differentiate between the allottees or holders as to the amount of calls to be paid and the time of payment.
- ~~37~~36. The Board may, if it thinks fit, receive from any member willing to advance the same, and either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any shares held by him, and ~~upon~~ in respect of all or any of the moneys so advanced the Company may pay interest at such rate (if any) not exceeding twenty per cent. per annum as the Board may decide. The Board may at any time repay the amount so advanced upon giving to such member not less than one month's notice in writing of its intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced.

## TRANSFER OF SHARES

- ~~\*\*3837.~~ Subject to the Statutes, all transfers of shares may be effected by transfer in writing in the usual or common form or in such other form as the Board may accept and may be under hand only, or in the case of a corporate transferor or transferee, the transfer may be executed by such mechanical form of signature as the Board may approve in the case of any particular company subject to such conditions as the Board may think fit to impose. ~~Provided always that a valid instrument of transfer relating to a transfer of shares in the Company that are for the time being represented pursuant to proviso (a) in Bye law 17, by a certificate in the name of Kader Industrial Company Limited, executed by the transferor on or before the date on which the acquisition of the issued share capital of Kader Industrial Company Limited becomes effective shall be deemed to be a valid instrument of transfer in respect of the corresponding shares in the Company.~~
3938. The instrument of transfer of ~~any~~ any share shall be executed by or on behalf of the transferor and transferee, ~~and provided that the Board may dispense with the execution of the instrument of transfer by the transferee in any case in which it thinks fit, in its absolute discretion, to do so.~~ The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register in respect thereof. Without prejudice to Bye-law 37, the Board may resolve, either generally or in a particular case, upon request by either the transferor or transferee which is a Clearing House or its nominee(s), to accept machine imprinted signatures on the instrument of transfer. Nothing in these Bye-laws shall preclude the Board from recognising a renunciation of the allotment or provisional allotment of any share by the allottee in favour of some other person.
4039. (A) The Board may, in its absolute discretion, at any time and from time to time transfer any share ~~upon~~ upon the Principal Register to any branch register or any share on any branch register to the Principal Register or any other branch register.
- (B) Unless the Board otherwise agrees (which agreement may be on such terms and subject to such conditions as the Board in its absolute discretion may from time to time stipulate, and which agreement it shall, without giving any reason therefor, be entitled in its absolute discretion to give or withhold) no shares ~~upon~~ upon the Principal Register shall be transferred to any branch register nor shall shares on any branch register be transferred to the Principal Register or any other branch register and all transfers and other documents of title shall be lodged for registration, and registered, in the case of any shares on a branch register, at the relevant Registration Office, and, in the case of any shares on the Principal Register, at the Transfer Office.

~~\*\*~~ *As amended by Special Resolution passed on 21/6/1996*

~~4140.~~ The Board may, in its absolute discretion and without assigning any reason, refuse to register a transfer of any share (not being a fully paid up share) to a person of whom it does not approve, and it may also refuse to register any transfer of any share to more than four joint holders or any transfer of any share (not being a fully paid up share) on which the Company has a lien.

~~4241.~~ The Board may also decline to recognise any instrument of transfer unless:-

- ~~\*,\*\*~~
- (i) in the case of any share capital listed on a stock exchange in Hong Kong, a fee not exceeding the maximum fee prescribed by such stock exchange from time to time and, in the case of any other share capital, such sum in such currency as the Board may from time to time determine to be reasonable in the territory in which the relevant register is situate, or such other sum as the Company may by ordinary resolution from time to time determine, is paid to the Company in respect thereof;
  - (ii) the instrument of transfer is lodged at the relevant Registration Office or, as the case may be, the Transfer Office accompanied by the certificate of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer;
  - (iii) the instrument of transfer is in respect of only one class of share;
  - (iv) the shares concerned are free of any lien in favour of the Company;
  - (v) the instrument of transfer is properly stamped; and
  - (vi) where applicable, the permission of the Bermuda Monetary Authority with respect thereto has been obtained.

~~4342.~~ No transfer shall be made to an infant or a person of unsound mind or under other legal disability.

~~4443.~~ If the Board shall refuse to register a transfer of any share it shall, within two months after the date on which the transfer was lodged with the Company, send to each of the transferor and the transferee notice of such refusal.

~~4544.~~ Upon every transfer of shares the certificate held by the transferor shall be given up to be cancelled, and shall forthwith be cancelled accordingly, and a new certificate shall be issued without charge to the transferee in respect of the shares transferred to him, and if any of the shares included in the certificate so given up shall be retained by the transferor a new certificate in respect thereof shall be issued to him without charge. The Company shall also retain the transfer.

~~4645.~~ The registration of transfers may, ~~on giving~~after notice has been given by advertisement in an appointed newspaper in Bermuda and in one or more newspapers circulating in the Relevant Territory in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be suspended and the register closed at such times and for such periods as the Board may from time to time to determine either generally or in respect of any class of shares. The register shall not be closed for more than thirty days in any year.

#### **TRANSMISSION OF SHARES**

~~4746.~~ In the case of the death of a member, the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole or only surviving holder, shall be the only persons recognised by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share solely or jointly held by him.

~~4847.~~ Any person becoming entitled to a share in consequence of the death or bankruptcy or winding-up of a member may, upon such evidence as to his title being produced as may from time to time be required by the Board, and subject as hereinafter provided, elect either be registered himself as holder of the share or elect to have some person nominated by him registered as the transferee thereof.

~~4948.~~ If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him at (unless the Board otherwise agrees) the Registration Office, stating that he so elects. If he shall elect to have his nominee registered, he shall testify his election by executing a transfer of such share to his nominee. All the limitations, restrictions and provisions of these ~~presents~~Bye-laws relating to the right of transfer and the registration of transfers of ~~share~~shares shall be applicable to any such notice or transfer as aforesaid as if the death, bankruptcy or winding-up of the member had not occurred and the notice or transfer were a transfer executed by such member.

~~5049.~~ A person becoming entitled to a share by reason of the death, bankruptcy or winding-up of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share. However, the Board may, if it thinks fit, withhold the payment of any dividend payable or other advantages in respect of such share until such person shall become the registered holder of the share or shall have effectually transferred such share, but, subject to the requirements of Bye-law ~~8685~~ being met, such a person may vote at meetings.

**FORFEITURE OF SHARES**

- ~~5450.~~ If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, without prejudice to the provisions of Bye-law ~~3433~~, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment.
- ~~5251.~~ The notice shall name a further day (not earlier than the expiration of fourteen days from the date of the notice) on or before which the payment required by the notice is to be made, and it shall also name the place where payment is to be made, such place being either the registered office of the Company, or some other place at which calls of the Company are usually made payable. The notice shall also state that, in the event of non-payment at or before the time appointed, the shares in respect of which the call was made will be liable to be forfeited.
- ~~5352.~~ If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends and bonuses declared in respect of the forfeited share and not actually paid before the forfeiture. The Board may accept the surrender of any shares liable to be forfeited hereunder and in such cases references in these Bye-laws to forfeiture shall include surrender.
- ~~5453.~~ Any share so forfeited shall be deemed to be the property of the Company, and may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Board thinks fit.

- ~~55~~54. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, were payable by him to the Company in respect of the shares, together with (if the Board shall in its discretion so require) interest thereon from the date of forfeiture until payment at such rate not exceeding twenty per cent. per annum as the Board may prescribe, and the Board may enforce the payment thereof if it thinks fit, and without any deduction or allowance for the value of the shares, at the date of forfeiture, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares. For the purposes of this Bye-law any sum which, by the terms of issue of a share, is payable thereon at a fixed time which is subsequent to the date of forfeiture, whether on account of the nominal value of the share or by way of premium, shall notwithstanding that time has not yet arrived be deemed to be payable at the date of forfeiture, and the same shall become due and payable immediately upon the forfeiture, but interest thereon shall only be payable in respect of any period between the said fixed time and the date of actual payment.
- ~~56~~55. A statutory declaration in writing that the ~~deponent~~declarant is a Director or the Secretary of the Company, and that a share in the Company has been duly forfeited or surrendered on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration, if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, re-allotment, sale or disposal of the share.
- ~~57~~56. When any share shall have been forfeited, notice of the resolution shall be given to the member in whose name it stood immediately prior to the forfeiture, and an entry of the forfeiture, with the date thereof, shall forthwith be made in the register, but no forfeiture shall be in any manner invalidated by an omission or neglect to give such notice or make any such entry.
- ~~58~~57. Notwithstanding any such forfeiture as aforesaid the Board may at any time, before any shares so forfeited shall have been sold, re-allotted or otherwise disposed of, cancel the forfeiture on such terms as the Board thinks fit or permit the share forfeited to be redeemed upon the terms of payment of all calls and interest due upon the expenses incurred in respect of the share, and upon such further terms (if any) as it thinks fit.
- ~~59~~58. The forfeiture of a share shall not prejudice the right of the Company to any call already made or instalment payable thereon.



~~6059.~~ The provisions of these Bye-laws as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

~~6160.~~ In the event of a forfeiture of shares the member shall be bound to deliver and shall forthwith deliver to the Company the certificate or certificates held by him for the shares so forfeited and in any event the certificates representing shares so forfeited shall be void and of no further effect.

### **STOCK**

~~6261.~~ The Company may by ordinary resolution convert any fully paid up shares into stock, and may from time to time by like resolution reconvert any stock into fully paid up shares of any denomination. After the passing of any resolution converting all the fully paid up shares of any class into stock any shares of that class which subsequently become fully paid up and rank pari passu in all other respects with such shares shall, by virtue of this Bye-law and such resolution, be converted into stock transferable in the same units as the shares already converted.

~~6362.~~ The holders of stock may transfer the same or any part thereof in the same manner, and subject to the same regulations as ~~and subject to~~ which the shares from which the stock arose might prior to conversion have been transferred or as near thereto as circumstances admit, but the Board may from time to time, if it thinks fit, fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum, but so that such minimum shall not exceed the nominal amount of the shares from which the stock arose. No warrants to bearer shall be issued in respect of any stock.

~~6463.~~ The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, participation in assets on a winding up, voting at meetings, and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such privilege or advantage.

~~6564.~~ Such of the provisions of these ~~presents~~ Bye-laws as are applicable to paid up shares shall apply to stock, and the words “share” and “shareholder” therein shall include “stock” and “stockholder”.

**ALTERATION OF CAPITAL**

- ~~6665.~~ (A) The Company may from time to time by ordinary resolution:–
- (i) consolidate or divide all or any of its share capital into shares of larger or smaller amount than its existing shares; on any consolidation of fully paid shares into shares of larger amount, the Board may settle any difficulty which may arise as it thinks expedient and in particular (without prejudice to the generality of foregoing) may, as between the holders of the shares to be consolidated, determine which particular shares are to be consolidated into each consolidated share, and if it shall happen that any person shall become entitled to fractions of a consolidated share or shares, such fractions may be sold by some person appointed by the Board for that purpose and the person so appointed may transfer the shares so sold to the purchaser thereof and the validity of such transfer shall not be questioned, and so that the net proceeds of such sale (after deduction of the expenses of such sale) may either be distributed among the persons who would otherwise be entitled to a fraction or fractions of a consolidated share or shares rateably in accordance with their rights and interests or may be paid to the Company for the Company's benefit;
  - (ii) divide its shares into several classes and attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions;
  - (iii) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled;
  - (iv) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association, subject nevertheless to the provisions of the Statutes, and so that the resolution whereby any shares is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares; and
  - (v) make provisions for the issue and allotment of shares which do not carry any voting rights.

- (B) The Company may from time to time by special resolution, subject to any confirmation or consent required by law, reduce its issued share capital, ~~any capital redemption reserve fund or or~~, save for the use of share premium as expressly permitted by the Companies Act, any share premium account, ~~contributed surplus account or other undistributable reserve in any manner authorised and subject to any conditions prescribed by law.~~

#### GENERAL MEETINGS

- ~~67-66.~~ The Subject to the Companies Act, the Company shall in each financial year hold a general meeting ~~as~~ its annual general meeting in addition to any other meeting in that financial year and shall specify the meeting as such in the notice calling it; and ~~not more than fifteen months shall elapse between the date of one such~~ annual general meeting ~~of the Company and that of~~ shall be held within six months after the ~~next~~ end of its previous financial year. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint.
- ~~68-67.~~ (A) All members shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a member is required by the Listing Rules to abstain from voting to approve the matter under consideration, and subject to Bye-law 88(C) below.
- (B) All general meetings other than annual general meetings shall be called special general meetings.
- ~~69-68.~~ General meetings (~~include~~ including special general meetings) may be held in the Relevant Territory or elsewhere in the world as may be determined by the Board.
- ~~70.~~ ~~The Board may, whenever it thinks fit, convene a special general meeting, and special general meetings shall also be convened on requisition, as provided by the Statutes, or, in default, may be convened by the requisitionists.~~
- ~~69.~~ The Board may whenever it thinks fit call special general meetings, and shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary, to require a special general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Companies Act.

~~7170.~~ An annual general meeting ~~and a meeting called for the passing of a special resolution of the Company~~ shall be called by twenty-one clear days' notice in writing at the least, and a general meeting of the Company other than an annual general meeting ~~or a meeting for the passing of a special resolution of the Company~~ shall be called by at least fourteen clear days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Bye-laws, entitled to receive such notices from the Company, provided that subject to the provisions of the Statutes, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Bye-law be deemed to have been duly called if it is so agreed:-

- (i) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. in nominal value of the shares given that right.

- ~~7271.~~
- (A) The accidental omission to give any notice to, or the non-receipt of any notice by, any person entitled to receive notice shall not invalidate any resolution passed or any proceeding at any such meeting.
  - (B) 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 passed or any proceeding at any such meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

~~7372.~~ All business shall be deemed special that is transacted at a special general meeting, and also all business that is transacted at an annual general meeting with the exception of:-

- (a) sanctioning dividends;
- (b) the reading, considering and adopting of the accounts and balance sheet and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheet;
- (c) ~~\*the election of Directors and the granting of authority to the Directors to appoint alternate Directors, whether by rotation or otherwise;~~ the appointment and removal of Auditors and other officers in the place of those retiring

- (d) the fixing of the remuneration of the Auditors; and
- (e) the voting of remuneration or extra remuneration to the Board.

~~\* To be read in connection with Bye law 189(ii)~~

~~\*\*7473.~~

For all purposes the quorum for a general meeting shall be two members present in person (or, in the case of a member being a corporation, by its duly authorised corporate representative) or by proxy. No business shall be ~~acted~~transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business.

~~7574.~~

If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, if upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place as shall be decided by the Board, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, any two members present in person or by proxy shall be a quorum and may transact the business for which the meeting was called.

~~7675.~~

The Chairman (if any) of the Board or, if he is absent or declines to take the chair at such meeting, the Deputy Chairman (if any) shall take the chair at every general meeting, or, if there be no such Chairman or Deputy Chairman, or, if at any general meeting neither of such Chairman or Deputy Chairman is present within fifteen minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Board present shall choose one of their number as Chairman of the meeting, and if no Director be present, or if all the Board present decline to take the chair, or if the Chairman chosen shall retire from the chair, then the members present shall choose one of their own number to be Chairman of the meeting.

~~7776.~~

The Chairman may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place as the meeting shall determine. Whenever a meeting is adjourned for fourteen days or more, at least seven clear days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of any original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

~~\*\* As amended by Special Resolution passed on 21/6/1996~~

~~7877~~. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:—

- (i) by the Chairman of the meeting; or
- ~~\*\*~~(ii) by at least three members present in person (or, in the case of a member being a corporation, by its duly authorised corporate representative) or by proxy for the time being entitled to vote at the meeting; or
- ~~\*\*~~(iii) by any member or members present in person (or, in the case of a member being a corporation, by its duly authorised corporate representative) or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or
- ~~\*\*~~(iv) by a member or members present in person (or, in the case of a member being a corporation, by its duly authorised corporate representative) or by proxy and holding shares in the Company ~~conferred~~ conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so demanded and not withdrawn, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

~~7978~~. If a poll is demanded as aforesaid, it shall (subject as provided in Bye-law ~~8079~~) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than thirty days from the date of the meeting or adjourned meeting at which the poll was demanded, as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn, 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.

~~8079~~. Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.

~~8180~~. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote the Chairman shall determine the same, and such determination shall be final and conclusive.

~~8281.~~ 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 a poll has been demanded.

~~8382.~~ A resolution in writing signed by all the members for the time being entitled to receive notice of and 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. 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 Bye-law. Such resolution in writing may consist of several documents each signed by or on behalf of one or more members.

#### **VOTES OF MEMBERS**

~~8483.~~ For the purposes of section 106 of the Companies Act, a special resolution of the Company, and of any relevant class of shareholders, shall be required to approve any amalgamation or merger agreement as referred to in such section.

~~\*\*8584.~~ Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a show of hands every member who is present in person (or ~~(being a corporation)~~ by its duly authorised corporate representative~~;~~) shall have one vote, and on a poll every member present in person~~;~~ (or ~~(being a corporation)~~ by its duly authorised corporate representative~~;~~) or by proxy shall have one vote for every share of which he is the holder which is fully paid up or credited as fully paid (but so that no amount paid up or credited as paid up on a share in advance of calls or instalments shall be treated for the purposes of this Bye-law as paid up on the share). On a poll a member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

~~8685.~~ Any person entitled under Bye-law ~~4847~~ to be registered as the holder of any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of the holding of the meeting or adjourned meeting (as the case may be) at which he proposes to vote, he shall satisfy the Board of his right to be registered as the holder of such shares or the Board shall have previously admitted his right to vote at such meeting in respect thereof.

~~8786.~~ Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if ~~he~~ were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of this Bye-law be deemed joint holders thereof.

*\*\* As amended by Special Resolution passed on 21/6/1996*

- ~~887~~. A member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, whether on a show of hands or on a poll, by his committee receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may on a poll vote by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be delivered to the registered office of the Company, or to such other place as is specified in accordance with these Bye-laws for the deposit of instruments or proxy, not less than the last time at which a valid instrument of proxy could be so delivered.
- ~~898~~. (A) Save as expressly provided in these Bye-laws, no person other than a member duly registered and who shall have paid everything for the time being due from him payable to the Company in respect of his shares shall be entitled to be present or to vote (save as proxy for another member) either personally or by proxy, or to be reckoned in a quorum, at any general meeting.
- #(B) Without prejudice to Bye-law ~~898~~(C), no objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision shall be final and conclusive.
- #(C) Where any member is, under the rules of any Designated Stock Exchange, 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 member in contravention of such requirement or restriction shall not be counted.
- ~~\*\*908~~9. (A) Any member of the Company entitled to attend and vote at a meeting of the Company or a meeting of the holders of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. On a vote on a show of hands, only a member present in person or, in the case of a member being a corporation, by a duly authorised corporate representative may vote. On a poll votes may be given either personally or, in the case of a member being a corporation, by a duly authorised corporate representative or by proxy. A member who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion.

# *As amended by Special Resolution passed on 28/5/2004*

~~\*\*~~ *As amended by Special Resolution passed on 21/6/1996*



\*~~(B)~~ A proxy need not be a member of the Company. In addition, a proxy or proxies representing either an individual member or a member which is a corporation, shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise, but, notwithstanding the generality of the foregoing shall not have the right to vote individually on a show of hands.

~~\*To be read in conjunction with Bye law 189(iii).~~

~~9190.~~ The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.

~~9291.~~ The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as may be specified for that purpose in the notice of meeting or in the instrument of proxy issued by the Company, (or, if no place is so specified at the Registration Office) not less than forty-eight hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve months from such date. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person (or being a corporation by its duly authorised corporate representative) at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

~~9392.~~ Every instrument of proxy, whether for a specified meeting or otherwise, shall be in such form as the Board may from time to time approve.

~~9493.~~ The instrument appointing a proxy to vote at a general meeting shall: (i) be deemed to confer authority upon the proxy to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit provided that any form issued to a member for use by him for appointing a proxy to attend and vote at a special meeting or at an annual general meeting at which special business (determined as provided in Bye-law ~~7372~~) 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 such special business; and (ii) unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.

\* ~~As amended by Special Resolution passed on 29/6/1990~~

~~9594.~~ A vote given in accordance with the terms of an instrument of proxy or power of attorney or by the duly authorised representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no notice in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at the Registration office, or at such other place as is referred to in Bye-law ~~9291~~, at least two hours before the commencement of the meeting or adjourned meeting at which the proxy is used.

- ~~\*\*9695.~~
- (A) Any corporation which is a member of the Company may, by resolution of its directors or other governing body or by power of attorney, authorise such person(s) as it thinks fit to act as its corporate representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company; references in these Bye-laws 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 or by one or more proxies. Nothing contained in this Bye-law shall prevent a corporation which is a member of the Company from appointing one or more proxies to represent it pursuant to Bye-law ~~9089~~.
- (B) If a Clearing House (or its nominee) is a member of the Company, it may appoint such person or persons as it thinks fit to act as its proxy or proxies or as its corporate representative or representatives at any meeting of the Company, to the extent permitted by the Companies Act, or at any meeting of any class of members of the Company provided that, if more than one proxy or corporate representative is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy or corporate representative is so appointed. A person so appointed under the provisions of this Bye-law shall be entitled to exercise the same powers on behalf of the Clearing House (or its nominee) which he represents as that Clearing House (or its nominee) could exercise as if he were an individual member including the right to vote individually on a show of hands notwithstanding the provisions of Bye-laws ~~8584~~ and ~~9089~~ and the right to speak.

#### **REGISTERED OFFICE**

~~9796.~~ The registered office of the Company shall be at such place in Bermuda as the Board shall from time to time appoint.

~~\*\*~~ *As amended by Special Resolution passed on 21/6/1996*

## BOARD OF DIRECTORS

- ~~98~~97. Subject to Bye-law ~~44~~110, the number of Directors shall not be less than two and shall be such maximum number as the members shall determine. The Board shall cause to be kept a register of the Board and Secretaries, and there shall be entered therein the particulars required by the laws of Hong Kong as if the Company were a company incorporated in Hong Kong.
99. ~~\*No person shall be eligible for election or to serve as a Director until there is registered in his name one or more shares in the Company provided that the election of a Director by the members in general meeting without share qualification shall be valid and shall take effect when he is registered as a member but if he is not so registered within two months of his election shall be deemed void ab initio and a casual vacancy shall be deemed to have arisen.~~
- ~~\*To be read in conjunction with Bye law 189(iv).~~
- ~~100~~\*98. Neither a Director nor an alternate Director shall be required to hold any qualification shares but shall nevertheless be entitled to attend and speak at all general meetings of the Company and at all meetings of any class of members of the Company.
99. The ~~members~~Board shall have power ~~or shall authorise the Directors~~ from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the ~~next following~~first annual general meeting ~~of the Company~~after his appointment and shall then be eligible for re-election, but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.
- ~~\*To be read in conjunction with Bye law 189(v).~~
100. A Director may at any time, by notice in writing signed by him delivered to the Head Office or at a meeting of the Board, appoint any person (including another Director) to act as alternate Director in his place during his absence and may in like manner at any time determine such appointment. If such person is not another Director, such appointment, unless previously approved by the Board, shall have effect only upon and subject to being so approved. The appointment of an alternate Director shall determine on the happening of any event which, were he a Director, would cause him to vacate such office or if his appointer ceases to be a Director.

\* *As amended by Special Resolution passed on 29/6/1990*

~~101.                   \*The Company in general meeting may by ordinary resolution elect a person or persons qualified to be Directors to act as Directors in the alternative to any of the Directors of the Company or may authorise the Board to appoint such alternate Directors. Any alternate Director may be removed by the Company in general meeting by ordinary resolution and, if appointed by the Board, may be removed by the Board and, subject thereto, the office of alternate Director shall continue until the next annual election of Directors in accordance with Bye law 109 or, if earlier, the date on which the relevant Director ceases to be a Director. An alternate Director may also be a Director in his own right and may act as alternate to more than one Director.~~

~~\*To be read in conjunction with Bye law 189(vi).~~

~~102-101.~~           \*(A) An alternate Director shall (except when absent from the territory in which the Head Office is for the time being situate) be entitled to receive notices of meetings of the Board and shall be entitled to attend and vote as a Director at any such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all the functions of his ~~appointer~~appointer as a Director and for the purposes of the proceedings at such meeting the provisions of these ~~presents~~Bye-laws shall apply as if he (instead of his ~~appointer~~appointer) were a Director. If he shall be himself a Director or shall attend any such meeting as an alternate for more than one Director his voting rights shall be cumulative. If his ~~appointer~~appointer is for the time being absent from the territory in which the Head Office is for the time being situate or otherwise not available or unable to act, his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointer. To such extent as the Board may from time to time determine in relation to any committee of the Board, the foregoing provisions of this paragraph shall also apply mutatis mutandis to any meeting of any committee of which his ~~appointer~~appointer is a member. An alternate Director shall not, save as aforesaid, have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Bye-laws. No alternate Director shall by virtue of that position be a director for the purposes of the Statutes, but shall nevertheless be subject to the provisions of the Statutes in so far as they relate to the duties and obligations of directors (other than the obligation to hold any qualifying share in the Company) when performing the functions of a Director.

~~\*To be read in conjunction with Bye law 189(vii).~~

\* *As amended by Special Resolution passed on 29/6/1990*

- (B) An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his ~~appointer~~appointer as such ~~appointer~~appointer may by notice in writing to the Company from time to time direct.
- ~~403~~102. The Directors shall be entitled to receive by way of remuneration for their services such sum as shall from time to time be determined by the Board, such sum (unless otherwise directed by the resolution by which it is voted) to be divided amongst the Directors in such proportions and in such manner as the Board 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. 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.
- ~~404~~103. The Directors shall also be entitled to be prepaid or repaid all travelling, hotel and other expenses reasonably expected to be or actually incurred by them respectively in or about the performance of their duties as Directors, including their expenses of travelling to and from board meetings, committee meetings or general meetings or ~~other-~~wise~~otherwise~~ incurred whilst engaged on the business of the Company or in the discharge of their duties as Directors.
- ~~405~~104. The Board may grant special remuneration to any Director who, being called upon, shall perform any special or extra services to or at the request of the Company. Such special remuneration may be made payable to such Director in addition to or in substitution for his ordinary remuneration as a Director, and may be made payable by way of salary, commission or participation in profits or otherwise as may, be arranged.
- ~~406~~105. Notwithstanding Bye-laws 102, 103,~~404~~ and ~~405~~104, the remuneration of a President, Vice-President, 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 Board and may be by way of salary, commission, or participation in profits or otherwise or by all or any of those modes and with such other benefits (including pension and/or gratuity and/or other benefits on retirement) and allowances as the Board may from time to time decide. Such remuneration shall be in addition to his remuneration as a Director.
- ~~407~~106. (A) A Director shall vacate his office:—
- (i) if he becomes bankrupt or has a receiving order made against him or suspends payment or compounds with his creditors generally;

- (ii) if he becomes a lunatic or of unsound mind;
- (iii) If he absents himself from the meetings of the Board during a continuous period of six months, without special leave of absence from the Board, and his alternate Director (if any) shall not during such period have attended in his stead, and the Board passes a resolution that he has by reason of such absence vacated his office;
- (iv) if he becomes prohibited by law from acting as a Director;
- (v) if by notice in writing delivered to the Company at its registered office or at the Head Office he resigns his ~~Office~~office;
- (vi) if he shall be removed from office by notice in writing served upon him signed by all his fellow-Directors; or
- (vii) if he shall be removed from office by ~~a special~~an ordinary resolution of the Company under Bye-law ~~115; or~~113.
- ~~(viii) \* if he ceases to be a member of the Company.~~

~~\* To be read in conjunction with Bye-law 189(viii).~~

(B) No Director shall be required to vacate ~~Office~~office or be ineligible for re-election or re-appointment as a Director, and no person shall be ineligible for appointment as a Director, by reason only of his having attained any particular age.

~~108.\*~~107.

(A) A Director may hold any other office or place of profit with the Company (except that of Auditor) in conjunction with his office of Director for such period and upon such terms as the Board may determine and may be paid such extra remuneration therefor (whether by way of salary, commission, participation in profits or otherwise) as the Board may determine and such extra remuneration shall be in addition to any remuneration provided for by or pursuant to any other Bye-law.

\* ~~As amended by Special Resolution passed on 29/6/1990~~

- (B) (i) No Director or intended Director shall be disqualified by his office from contracting with the Company either as vendor, purchaser or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of the Company with any person, company or partnership of or in which any Director shall be a member or otherwise interested be capable on that account of being avoided, nor shall any Director so contracting or being such member or so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason only of such Director holding that office or the relationship thereby established, provided that such Director shall disclose the nature of his interest in any contract or arrangement in which he is interested at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, if he knows his interest then exists, or in any other case at the first meeting of the Board after he knows that he is or has become so interested.
- ~~\*(ii)~~ Save as by the next following paragraph otherwise provided, a Director shall not vote (nor be counted in the quorum) on any board resolution approving any contract or arrangement or any other proposal in which he or any of his close associates has a material interest (and if he shall do so his vote shall not be counted) ~~nor shall he be counted for the purpose of any resolution regarding the same in the quorum present at the meeting.)~~, but this ~~Article~~Bye-law shall not apply to:-
- #(a) any arrangement for giving to him or his close associates any security or indemnity in respect of money lent by him or any of his close associates or obligations undertaken by him or any of his close associates for the benefit of the Company; or
- #(b) any arrangement for the giving by the Company of any security to a third party in respect of a debt or obligation of the Company for which he or his close associates has himself/themselves ~~has~~ assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or
- #(c) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his close associates is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer; or

~~\*, # As amended by Special Resolution passed on 29/6/1990 and 28/5/2004~~

~~# As amended by Special Resolution passed on 28/5/2004~~

- ~~\*\*\*~~ # (d) any contract or arrangement concerning any other company in which the Director or his close associates is/are interested, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his close associates is/are beneficially interested in shares of that company, provided that the Director and any of his close associates are not in aggregate beneficially interested in five per cent. or more of the issued share capital of that company (or any third company through which his interest or that of his close associates is derived) or of the voting rights; or
- # (e) any proposal concerning the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, their close associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director or his close associates as such any privilege or advantage not generally accorded to the employees to which such scheme or fund relates; or
- # (f) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his close associate(s) may benefit; or any arrangement for the benefit of employees of the Company or of any of its subsidiaries under which the Director or his close associates benefits in a similar manner as the employees and which does not accord to any Director or his associates as such any privilege or advantage not generally accorded to the employees to whom such arrangement relates; or
- # (g) any contract or arrangement in which he or his close associates is/are interested by virtue of his/their interest in shares or debentures or other securities of the Company or by reason of any other interest in or through the Company.

By ~~Ordinary Resolution~~ ordinary resolution of the Company any particular contract, arrangement or transaction, carried out in contravention of this ~~Article~~ Bye-law may be ratified; provided that the Director or Directors or their close associates interested in such contract, arrangement or transaction shall be disqualified from voting on the resolution.

- \*(iii) A Director notwithstanding his interest may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Company or whereat the

~~# As amended by Special Resolution passed on 28/5/2004~~

~~\*\*\*, # As amended by Special Resolution passed on 26/6/1997 and 28/5/2004~~

~~\* As amended by Special Resolution passed on 29/6/1990~~



Directors resolve to exercise any of the rights of the Company, (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company and he may vote on any such matter other than in respect of the appointment of or arrangements with himself or the fixing of the terms thereof.

- ⌘(iv) Any Director may continue to be or become a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer or member of any other company in which the Company may be interested and (unless otherwise agreed) no such Director shall be accountable for any remuneration or other benefits received by him as a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer or member of any such other company. The Board may exercise the voting powers conferred by the shares in any other company held or owned by the Company, or exercisable by them as directors of such other company in such manner and in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them directors, managing directors, joint managing directors, deputy managing directors, executive directors, managers or other officers of such company) and any Director may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be, or be about to be, appointed a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer of such a company, and that as such he is or may become interested in the exercise of such voting rights in manner aforesaid.
- ⌘(v) A general notice to the Board by a Director that he is a member of a specified firm or corporation and is to be regarded as interested in any contract or arrangement which may be made with that firm or corporation after the date of such notice or that he is to be regarded as interested in any contract or arrangement which may be made with a specified person who is connected with him after the date of such notice shall be deemed to be a sufficient declaration of interest in relation to any contract or arrangement so made, provided that no such notice shall be of effect unless either it is given at a meeting of the Board or the Director takes reasonable steps to ensure that it is brought up and read at the next meeting of the Board after it is given.
- (C) A Director of the Company may be or become a director of any company promoted by the Company or in which it may be interested as a vendor, shareholder or otherwise and no such Director shall be accountable for any benefits received as a director or member of such company.

- (D) Any Director may act by himself or by his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director, provided that nothing herein contained shall authorise a Director or his firm to act as Auditor to the Company.

**RETIREMENT OF DIRECTORS**

~~109.~~ ~~\*(A) At each annual general meeting all the Directors for the time being shall retire from office. The retiring Directors shall be eligible for re election.~~

~~\*To be read in conjunction with Bye law 189(ix).~~

108. (A) At each annual general meeting one-third of the Directors for the time being or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office, provided that no Director holding office as executive chairman or as a managing director shall be subject to retirement by rotation or taken into account in determining the number of Directors to retire. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election.

(B) The Company at any general meeting at which any Directors retire in manner aforesaid may fill the vacated office by electing a like number of persons to be Directors.

~~109.~~ If at any general meeting at which an election of Directors ought to take place, the places of the retiring Directors are not filled, the retiring Directors or such of them as have not had their places filled shall continue to be eligible for re-election unless:-

- (i) it shall be determined at such meeting to reduce the number of Directors; or
- (ii) it is expressly resolved at such meeting not to fill up such vacated offices; or
- (iii) in any such case the resolution for re-election of a Director is put to the meeting and lost; or
- (iv) such Director has given notice in writing to the Company that he is unwilling to be re-elected.

~~110.~~ 110. The Company shall from time to time fix and may from time to time in general meeting by ordinary resolution increase or reduce the maximum and minimum number of Directors but so that the number of Directors shall never be less than two.

*~~\* As amended by Special Resolution passed on 29/6/1990~~*

- ~~412~~111. The Company may from time to time in general meeting by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election.
- ~~413~~. ~~A resolution for the appointment of two or more persons as Directors by a single resolution not be moved at any unless an ordinary resolution that it shall be so moved has first been agreed to by without any vote being given against it; any resolution moved in contravention of this provision shall be void~~
- ~~\*~~, ~~#114~~112. No person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been delivered to the Company at the registered office or Registration Office. The length of period, during which the aforesaid notices may be given, will be at least seven days commencing no earlier than the day after the despatch of the notice of the general meeting appointed for such election and ending no later than seven days prior to the date of such meeting.
- ~~415~~113. (A) The Company may by ~~special~~ordinary resolution remove any Director before the expiration of his period of office notwithstanding anything in these Bye-laws or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract of service between him and the Company) and may elect another person in his stead. Any person so elected shall hold office for such time only as the Director in whose place he is elected would have held the same if he had not been removed.
- (B) The Company shall not make any payment to any Director or past Director of the Company by way of compensation for loss of office, or as consideration for or in connection with his retirement from office, without particulars with respect to the proposed payment (including the amount thereof) being disclosed to the ~~Members~~members and the proposal being approved by the ~~Members~~members.

~~\*~~, # As amended by Special Resolution passed on 29/6/1990 and 28/5/2004

**BORROWING POWERS**

- ~~416~~114. The Board may from time to time at its 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.
- ~~417~~115. The Board 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.
- ~~418~~116. 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.
- ~~419~~117. 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.
- ~~420~~118. (A) The Board shall cause a proper register to be kept of all mortgages and charges specifically affecting the property of the Company.
- (B) If the Company issues a series of debentures or debenture stock not transferable by delivery, the Board shall cause a proper register to be kept of the holders of such debentures.
- ~~421~~119. 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.

**OFFICERS**

~~422.120.~~ ~~‡The Board shall as soon as practicable following each annual general meeting may elect one of its body to the office of from their number a President of the Company and another to be/or Vice-President of the Company, and the Board may also from time to time appoint any one or more of its body to the office of Managing Director, Joint Managing Director, Deputy Managing Director or other Executive Director and/or such other office in the management of the business of the Company as it may decide for such period and upon such terms as it thinks fit and upon such terms as to remuneration as it may decide in accordance with Bye-law 406105.~~

~~‡To be read in conjunction with Bye law 189(x).~~

~~423.121.~~ Every Director appointed to an office under Bye-law ~~422.120~~ hereof shall, but without prejudice to any claim for damages for breach of any contract of service between himself and the Company, be liable to be dismissed or removed therefrom by the Board.

~~424.122.~~ A Director appointed to an office under Bye-law ~~422.120~~ shall be subject to the same provisions as to retirement, resignation and removal as the other ~~Board Directors~~ of the Company not holding such office, and he shall ipso facto and immediately cease to hold such office if he shall cease to hold the office of Director for any cause.

~~425.123.~~ The Board may from time to time entrust to and confer upon a President, Vice-President, Managing Director, Joint Managing Director, Deputy Managing Director or Executive Director all or any of the powers of the Board that it may think fit provided that the exercise of all powers by such Director shall be subject to such regulations and restrictions as the board may from time to time make and impose, and the said powers may at any time be withdrawn, revoked or varied, but no person dealing in good faith and without notice of such withdrawal, revocation or variation shall be affected thereby.

~~‡ As amended by Special Resolution passed on 29/6/1990~~

**MANAGEMENT**

- ~~426~~124. (A) Subject to any exercise by the Board of the powers conferred by Bye-laws ~~427~~125 to ~~429~~127, the management of the business of the Company shall be vested in the Board who, in addition to the powers and authorities by these Bye-laws expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and are not ~~herby~~hereby or by the Statutes expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Statutes and of these Bye-laws and to any regulations from time to time made by the Company in general meeting not being inconsistent with such provisions of these Bye-laws, provided that no regulation so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
- (B) Without prejudice to the general powers conferred by these Bye-laws, it is hereby expressly declared that the Board shall have the following powers:-
- (i) to give to any person the right or option of requiring at a future date that an allotment shall be made to him of any share at par or at such premium as may be agreed; and
  - (ii) to give to any Directors, officers or servants of the Company an interest in any particular business or transaction or participation in the profits thereof or in the general profits of the Company either in addition to or in substitution for a salary or other remuneration.

**MANAGERS**

~~427~~125. The Board may from time to time appoint a general manager, manager or managers of the business of the Company and may fix his or their remuneration either by way of salary or commission or by conferring the right to participate in the profits of the Company or by a combination of two or more of these modes and pay the working expenses of any of the staff of the general manager, manager or managers who may be employed by him or them upon the business of the Company.

~~428~~126. The appointment of such general manager, manager or managers may be for such period as the Board may decide and the Board may confer upon him or them all or any of the powers of the Board and such title or titles as they may think fit.

~~429~~127. The Board may enter into such agreement or agreements with any such general manager, manager or managers upon such terms and conditions in all respects as the Board may in their absolute discretion think fit, including a power for such general manager, manager, managers to appoint an assistant manager or managers or other employees whatsoever under them for the purpose of carrying on the business of the Company.

#### **CHAIRMAN**

~~430~~128. The Board may from time to time elect or otherwise appoint a Director to be Chairman or Deputy Chairman and determine the period for which each of them is to hold office. The Chairman or, in his absence, the Deputy Chairman shall preside at meetings of the Board, but if no such Chairman or Deputy Chairman be elected or appointed, or if at any meeting the Chairman or Deputy Chairman is not present within five minutes after the time appointed for holding the same, the Directors present shall choose one of their number to be Chairman of such meeting.

#### **PROCEEDINGS OF THE BOARD**

~~434~~129. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit and may determine the quorum necessary for the transaction of business. Unless otherwise determined two Directors shall be a quorum. For the purpose of this Bye-law an alternate Director shall be counted in a quorum but, notwithstanding that an alternate Director is also a Director or is an alternate for more than one Director, he shall for quorum purposes count as only one Director. A Director or any member of a committee of the Board may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.

~~432~~130. A Director may, and on request of a Director the Secretary shall, at any time summon a meeting of the Board which may be held in any part of the world provided that no such meeting shall be summoned to be held outside the territory in which the Head Office is for the time being situate without the prior approval of the Board. Notice thereof shall be given to each Director and alternate Director either in writing or by telephone or by telex or telegram at the address from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine provided that notice need not be given to any Director or alternate Director for the time being absent from such territory. A Director may waive notice of any meeting and any such waiver may be prospective or retrospective.

~~433~~131. Questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote.

- ~~434~~132. A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Bye-laws for the time being vested in or exercisable by the Board generally.
- ~~435~~133. The Board may delegate any of its powers to committees consisting of such member or members of their body and such other persons, as the Board think fit, and they may from time to time revoke such delegation or revoke the appointment of and discharge any such committees either wholly or in part, and either as to persons or purposes, but every committee so formed shall in the exercise of the powers so delegated conform to any regulations that may from time to time be imposed upon it by the Board.
- ~~436~~134. All acts done by any such committee in conformity with such regulations and in fulfilment of the purposes for which it is appointed, but not otherwise, shall have the like force and effect as if done by the Board, and the Board shall have power, with the consent of the Company in general meeting, to remunerate the members of any special committee, and charge such remuneration to the current expenses of the Company.
- ~~437~~135. The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are applicable thereto and are not replaced by any regulations imposed by the Board pursuant to Bye-law ~~435~~133.
- ~~438~~136. All acts bona fide done by any meeting of the Board or by any such committee or by any person acting as a Director shall, notwithstanding that it shall be afterwards discovered that there was some defect in the appointment of such Director or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director or member of such committee.
- ~~439~~137. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these Bye-laws as the necessary quorum of Directors, the continuing Director or Directors may act only for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company but for no other purpose.
- ~~440~~138. A resolution in writing signed by all the Directors except such as are absent from the territory in which the Head Office for the time being is situate or temporarily unable to act through ill-health or disability (or their alternate Directors) shall (so long as they constitute a quorum as provided in Bye-law ~~434~~129) be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution in writing may consist of several documents in like form each signed by one or more of the Directors or alternate Directors.



**MINUTES**

- ~~139.~~ (A) The Board shall cause minutes to be made of:–
- (i) all appointments of officers made by the Board;
  - (ii) the names of the Directors present at each meeting of the Board and of committees appointed pursuant to Bye-law ~~132~~; and
  - (iii) all resolutions and proceedings at all meetings of the Company and of the Board and of such committees.
- (B) Any such minutes shall be conclusive evidence of any such proceedings if they purport to be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

**SECRETARY**

- ~~140.~~ The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board. Anything by the Statutes or these Bye-laws required or authorised to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specially in that behalf by the Board. If the Secretary appointed is a corporation or other body, it may act and sign by the hand of any one or more of its directors or officers duly authorised.
- ~~141.~~ The duties of the Secretary shall be those prescribed by the Statutes and these Bye-laws, together with such other duties as may from time to time be prescribed by the Board.
- ~~142.~~ A provision of the Statutes or of these Bye-laws requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.

## GENERAL MANAGEMENT AND USE OF THE SEAL

~~145.\*143.~~ (A) ~~The~~ Subject to the Statutes, the Company shall have one or, ~~if permitted by the Statutes,~~ more seals as the Board may determine. The Company may adopt one or more common seals for use in any territory outside Bermuda. The Board shall provide for the safe custody of each seal, and no seal shall be used without the authority of the Board or a committee of the Board authorised by the Board in that behalf. Copies of all documents executed outside of Bermuda shall be sent to the registered office of the Company.

~~\*To be read in conjunction with Bye law 189(xi).~~

(B) Every instrument to which a seal has been affixed shall be ~~countersigned~~ signed autographically by one Director and the Secretary or by a second Director two Directors or some other by any person or persons (including a Director and/or the Secretary) appointed by the Board for the purpose, provided that the Board may either generally or in any particular case or cases resolve (subject to such restrictions as to the manner in which a seal may be affixed as the Board may determine) that such signatures or any of them may be affixed to certificates for shares or debentures or representing any other form of security by some mechanical means other than autographic ~~to be~~ or may be printed thereon as specified in such resolution or that such certificates need not be signed by any person. Every instrument executed in manner provided by this Bye-law shall be deemed to be sealed and executed with the authority of the Board previously given.

~~146~~144. All cheques, promissory notes, drafts, bills of exchange and other negotiable 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 Board shall from time to time by resolution determine. The Company's banking accounts shall be kept with such banker or bankers as the Board shall from time to time determine.

~~147~~145. (A) The Board may from time to time and at any time, by power of attorney under the seal, appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Bye-laws) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him.

\* *As amended by Special Resolution passed on 29/6/1990*

- (B) The Company may, by writing under its seal, empower any person, either generally or in respect of any specified matter, as its attorney to execute deeds and instruments on its behalf and to enter into contracts and sign the same on its behalf and every deed signed by such attorney on behalf of the Company and under his seal shall bind the Company and have the same effect as if it were under the seal of the Company.

~~148~~146.

The Board may establish any committees, local boards or agencies for managing any of the affairs of the Company, either in the Relevant Territory or elsewhere, and may appoint any persons to be members of such committees, local boards or agencies and may fix their remuneration, and may delegate to any committee, local board or agent any of the powers, authorities and discretions vested in the Board (other than its powers to make calls and forfeit shares), with power to sub-delegate, and may authorise the members of any local board or any of them to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person so appointed ~~any~~ and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby.

~~149~~147.

The Board may establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefit of, or give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company, or is allied or associated with the Company or with any such subsidiary company, or who are or were at any time directors or officers of the Company or of any such other company as aforesaid, and holding or who have held any salaried employment or office in the Company or such other company, and the wives, widows, families and dependants of any such persons. The Board may also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company as aforesaid or of any such persons as aforesaid, and may make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object. The Board may do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

## CAPITALISATION OF RESERVES

- ~~450~~148. (A) The Company in general meeting may, upon the recommendation of the Board, resolve to capitalise any part of the Company's reserves (including any contributed surplus account and also including any share premium account or any distributable reserve, but subject to the provisions of the law with regard to unrealised profits) or profits not required for the payment or provision of the dividend on any shares with a preferential right to dividend, and accordingly that such part be sub-divided amongst the members who would have been entitled thereto if distributed by way of dividend and in the same ~~proportions~~proportion or such other proportions as may be determined by ordinary resolution, on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures or other securities of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion(s) aforesaid, or partly in one way and partly in the other; provided that for the purpose of this Bye-law, any amount standing to the credit of the share premium account may only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid up shares and provided further that any sum standing to the credit of the share premium account may only be applied in crediting as fully paid shares of the same class as that from which the relevant share premium was derived.
- (B) Notwithstanding any provisions in these Bye-laws, the Board may resolve to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including the profit and loss account) whether or not the same is available for distribution by applying such sum in paying up unissued shares to be allotted to (i) employees (including directors) of the Company and/ or its affiliates (meaning any individual, corporation, partnership, association, joint-stock company, trust, unincorporated association or other entity (other than the Company) that directly, or indirectly through one or more intermediaries, controls, is controlled by or is under common control with, the Company) upon exercise or vesting of any options or awards granted under any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the shareholders at a general meeting, or (ii) any trustee of any trust to whom shares are to be allotted and issued by the Company in connection with the operation of any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the shareholders at a general meeting.

~~(B)~~(C) Whenever such a resolution as aforesaid shall have been passed the Board shall make all appropriations and applications of the reserves or ~~profits and~~ undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares, debentures, or other securities and generally shall do all acts and things required to give effect thereto. For the purpose of giving effect to any resolution under this Bye-law, the Board may settle any difficulty which may arise in regard to a capitalisation issue as it thinks fit, and in particular may issue fractional certificates, and may determine that cash payments shall be made to any members in lieu of fractional certificates or that fractions of such value as the Board may determine may be disregarded in order to adjust the rights of all parties. The Board may appoint any person to sign on behalf of the persons entitled to share in a capitalisation issue and such appointment shall be effective and binding upon all concerned, and the contract may provide for the acceptance by such persons of the shares, debentures or other securities to be allotted and distributed to them respectively in satisfaction of their claims in respect of the sum so capitalised.

~~454~~149.

Subject to the Statutes:-

- (A) If, so long as any of the rights attached to any warrants issued by the Company to subscribe for shares of the Company shall remain exercisable, the Company does any act or engages in any transaction which, as a result of any adjustments to the subscription price in accordance with the terms and conditions of the warrants, would reduce the subscription price to below the par value of a share, then the following provisions shall apply:-
- (i) as from the date of such act or transaction the Company shall establish and thereafter (subject as provided in this Bye-law) maintain in accordance with the provisions of this Bye-law a reserve (the "Subscription Right Reserve") the amount of which shall at no time be less than the sum which for the time being would be required to be capitalised and applied in paying up in full the nominal amount of the additional shares required to be issued and allotted credited as fully paid pursuant to sub-paragraph (iii) below on the exercise in full of all the subscription rights outstanding and shall apply the Subscription Right Reserve in paying up in full such additional shares as and when the same are allotted;
  - (ii) the Subscription Right Reserve shall not be used for any purpose other than that specified above until all other reserves of the Company (other than share premium account and capital redemption reserve fund) have been used and will then only be used to make good losses of the Company if and so far as is required by law;
  - (iii) upon the exercise of all or any of the subscription rights represented by any warrant, the relevant subscription rights shall be exercisable in respect of a nominal amount of shares equal to the amount in cash which the holder of such warrant is required to pay on exercise of the subscription rights represented thereby (or, as the case may be, the relevant portion thereof in the event of a partial exercise of the subscription rights) and, in addition, there shall be allotted in respect of such subscription rights to the exercising warrant holder, credited as fully paid, such additional nominal amount of shares as is equal to the difference between:
    - (a) the said amount in cash which the holder of such warrant is required to pay on exercise of the subscription rights represented thereby (or, as the case may be, the relevant portion thereof in the event of a partial exercise of the subscription rights); and
    - (b) the nominal amount of shares in respect of which such subscription rights would have been exercisable having regard to the provisions of the conditions of the warrants, had it been possible for such subscription rights to represent the right to subscribe for shares at

less than par, and immediately upon such exercise so much of the sum standing to the credit of the Subscription Right Reserve as is required to pay up in full such additional nominal amount of shares shall be capitalised and applied in paying up in full such additional nominal amount of shares which shall forthwith be allotted and credited as fully paid to the exercising warrant holder; and

- (iv) if upon the exercise of the subscription rights represented by any warrant the amount standing to the credit of the Subscription Right Reserve is not sufficient to pay up in full such additional nominal amount of shares equal to such difference as aforesaid to which the exercising warrant holder is entitled, the Board shall apply any profits or reserves then or thereafter becoming available (including, to the extent permitted by law, contributed surplus account, share premium account and capital redemption reserve fund) for such purpose until such additional nominal amount of shares is paid up and allotted as aforesaid and until then no dividend or other distribution shall be paid or made on the fully paid shares of the Company then in issue. Pending such payment up and allotment, the exercising warrant holder shall be issued by the Company with a certificate evidencing his right to the allotment of such additional nominal amount of shares. The rights represented by any such certificate shall be in registered form and shall be transferable in whole or in part in units of one share in the like manner as the shares for the time being are transferable, and the Company shall make such arrangements in relation to the maintenance of a register therefor and other matters in relation thereto as the Board may think fit and adequate particulars thereof shall be made known to each relevant exercising warrant holder upon the issue of such certificate.
- (B) Shares allotted pursuant to the provisions of this Bye-law shall rank *pari passu* in all respects with the other shares allotted on the relevant exercise of the subscription rights represented by the warrant concerned.
- (C) Notwithstanding anything contained in paragraph (A) of this Bye-law no fraction of any share shall be allotted on exercise of the subscription rights and so that whether any (any if so what) fraction of a share arises should be determined according to the terms and conditions of the warrants.
- (D) The provisions of this Bye-law as to the establishment and maintenance of the Subscription Right Reserve shall not be altered or added to in any way which would vary or abrogate, or which would have the effect of varying or abrogating, the provisions for the benefit of any warrant holder or class of warrant holders under this Bye-law without the sanction of a special resolution of such warrant holders or class of warrant holders.

- (E) A certificate or report by the Auditors of the Company as to whether or not the Subscription Right Reserve is required to be established and maintained and if so the amount thereof so required to be established and maintained, as to the purposes for which the Subscription Right Reserve has been used, as to the extent to which it has been used to make good losses of the Company, as to the additional nominal amount of shares required to be allotted to exercising warrant holders credited as fully paid, and as to any other matter concerning the Subscription Right Reserve shall (in the absence of manifest error) be conclusive and binding upon the Company and all warrant holders and shareholders.

**DIVIDENDS, OTHER DISTRIBUTIONS AND RESERVES**

- ~~452~~150. The Company in general meeting may declare dividends in any currency but no dividends shall exceed the amount recommended by the Board. The Company in general meeting may also make a distribution to the shareholders out of any contributed surplus (as ascertained in accordance with the Companies Act).
- ~~453~~151. (A) The Board may from time to time pay to the members such interim dividends as the Board thinks fit and such dividends shall not be limited in any way save by the Statutes. In particular (but without prejudice to the generality of the foregoing), if at any time the share capital of the Company is divided into different classes, the Board may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Board acts bona fide the Board shall not incur any responsibility to the holders of shares conferring any preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferential rights.
- (B) The Board may also pay half-yearly or at other suitable intervals to be settled by them any dividend which may be payable at a fixed rate if the Board is of the opinion that the profits justify the payment.
- ~~454~~152. (A) No dividend shall be payable except out of the profits of the Company available for distribution (such profits being ascertained in accordance with the Statutes) or contributed surplus. No dividend shall carry interest.



- (B) Subject to paragraph (C) of this Bye-law, all dividends and other distributions in respect of shares in the Company shall be stated and discharged, in the case of shares denominated in Hong Kong dollars, in Hong Kong dollars, and, in the case of shares denominated in any other currency, in that currency, provided that, in the case of shares denominated in Hong Kong dollars, the Board may determine in the case of any distribution that shareholders may elect to receive the same in United States dollars or any other currency selected by the Board, conversion to be effected at such rate of exchange as the Board may determine.
- (C) If, in the opinion of the Board, any dividend or other distribution in respect of shares or any other payment to be made by the Company to any shareholder is of such a small amount as to make payment to that shareholder in the relevant currency impracticable or unduly expensive either for the Company or the shareholder then such dividend or other distribution or other payment may, at the discretion of the Board, be paid or made in the currency of the country of the relevant shareholder (as indicated by the address of such shareholder on the register).

~~455~~153. Notice of the declaration of an interim dividend shall be given ~~by advertisement in the Relevant Territory and in such other territory or territories as the Board may determine and~~ in such manner as the Board shall determine.

~~456~~154. Whenever the Board or the Company in general meeting ~~have~~has resolved that a dividend be paid or declared, the Board 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 company, or in any one or more of such ways, ~~and~~ where any difficulty arises in regard to the distribution the Board may settle the same as it thinks 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 vest any such specific assets in trustees as may seem expedient to the Board 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. Where requisite the Board may appoint any person to sign such contract on behalf of the persons entitled to the dividend and such appointment shall be effective. The Board may resolve that no such assets shall be made available or made to shareholders with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable and in such event the only entitlement of the shareholders aforesaid shall be to receive cash payments as aforesaid. Shareholders affected as a result of the foregoing sentence shall not be or be deemed to be, a separate class of shareholders for any purpose whatsoever.

~~457~~155.

(A) Whenever the Board or the Company in general meeting have resolved that a dividend be paid or declared on the share capital of the Company, the Board may further resolve:-

either

- (i) that such dividend be satisfied wholly or in part in the form of an allotment of shares credited as fully paid up on the basis that the shares so allotted shall be of the same class or classes as the class or classes already held by the allottee, provided that the shareholders entitled thereto will be entitled to elect to receive such dividend (or part thereof) in cash in lieu of such allotment. In such case, the following provisions shall apply:-
  - (a) the basis of any such allotment shall be determined by the Board;
  - (b) the Board, after determining the basis of allotment, shall give not less than two weeks' notice in writing to the shareholders of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;
  - (c) the right of election may be exercised in respect of the whole or part of that portion of the dividend in respect of which the right of election has been accorded; and
  - (d) the dividend (or that part of the dividend to be satisfied by the allotment of shares as aforesaid) shall not be payable in cash on shares in respect whereof the cash election has not been duly exercised ("the non-elected shares") and in lieu and in satisfaction thereof shares shall be allotted credited as fully paid up to the holders of the non-elected shares on the basis of allotment determined as aforesaid and for such purpose the Board shall capitalise and apply out of any part of the undivided profits of the Company or any part of any of the Company's reserve accounts (including any special account, contributed surplus account, share premium account and capital redemption reserve fund (if there be any such reserve)) as the Board may determine, a sum equal to the aggregate nominal amount of the shares to be allotted on such basis and apply the same in paying up in full the appropriate number of shares for allotment and distribution to and amongst the holders of the non-elected shares on such basis.

- (ii) the shareholders entitled to such dividend shall be entitled to elect to receive an allotment of shares credited as fully paid up in lieu of the whole or such part of the dividend as the Board may think fit on the basis that the shares so allotted shall be of the same class or classes as the class or classes of shares already held by the allottee. In such case, the following provisions shall apply:–
  - (a) the basis of any such allotment shall be determined by the Board;
  - (b) the Board, after determining the basis of allotment, shall give no less than two weeks' notice in writing to the shareholders of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;
  - (c) the right of election may be exercised in respect of the whole or part of that portion of the dividend in respect of which the right of election has been accorded; and
  - (d) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable on shares in respect whereof the share election has been duly exercised (“the elected shares”) and in lieu thereof shares shall be allotted credited as fully paid up to the holders of the elected shares on the basis of allotment determined as aforesaid and for such purpose the Board shall capitalise and apply out of any part of the undivided profits of the Company or any part of any of the Company’s reserve accounts (including any special account, contributed surplus account, share premium account and capital redemption reserve fund (if there be any such reserve)) as the Board may determine, a sum equal to the aggregate nominal amount of the shares to be allotted on such basis and apply the same in paying up in full the appropriate number of shares for allotment and distribution to and amongst the holders of the elected shares on such basis.
  
- (B) The shares allotted pursuant to the provisions of paragraph (A) of this Bye-law shall rank pari passu in all respects with the shares then in issue save only as regards participation:–
  - (i) in the relevant dividend (or the right to receive or to elect to receive an allotment of shares in lieu thereof as aforesaid); or

- (ii) in any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneously with the payment or declaration of the relevant dividend

unless, contemporaneously with the announcement by the Board of their proposal to apply the provisions of subparagraph (i) or (ii) of paragraph (A) of this Bye-law in relation to the relevant dividend or contemporaneously with their announcement of the distribution, bonus or rights in question, the Board shall specify that the shares to be allotted pursuant to the provisions of paragraph (A) of this Bye-law shall rank for participation in such distribution, bonus or rights.

- (C) The Board may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of paragraph (A) of this Bye-law with full power to the Board to make such provisions as they think fit in the case of shares becoming distributable in fractions (including provisions whereby, in whole or in part, fractional entitlements are aggregated and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down or whereby the benefit of fractional entitlements accrues to the Company rather than to the members concerned). The Board may authorise any person to enter into on behalf of all members interested, an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made pursuant to such authority shall be effective and binding on all concerned.
- (D) The Company may upon the recommendation of the Board by special resolution resolve in respect of any one particular dividend of the Company that notwithstanding the provisions of paragraph (A) of this Bye-law a dividend may be satisfied wholly in the form of an allotment of shares credited as fully paid up without offering any right to shareholders to elect to receive such dividend in cash in lieu of such allotment.
- (E) The Board may on any occasion determine that rights of election and the allotment of shares under paragraph (A) of this Bye-law shall not be made available or made to any shareholders with registered addresses in any territory where in the absence of a registration statement or other special formalities the circulation of an offer of such rights of election or the allotment of shares would or might be unlawful, and in such event the provisions aforesaid shall be read and construed subject to such determination.
- (F) The Board may on any occasion determine that rights of election under paragraph (A) of this Bye-law shall not be made available to shareholders who are registered in the register of shareholders, or in respect of shares the transfer of which is registered, after a date fixed by the Board and in such event the provisions aforesaid shall be read and construed subject to such determination.

- ~~458~~156. The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for meeting claims on or liabilities of the Company or contingencies or for paying off any loan capital or for equalising dividends or for any other purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may from time to time think fit, and so that it shall not be necessary to keep any investments constituting the reserve or reserves separate or distinct from any other investments of the Company. The Board may also without placing the same to reserve carry forward any profits which it may think prudent not to distribute by way of dividend.
- ~~459~~157. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid up on the shares in respect whereof, the dividend is paid, but no amount paid up or credited as paid up on a share in advance of calls shall be treated for the purposes of this Bye-law as paid up on the share.
- ~~460~~158. (A) The Board may retain any dividends or other moneys payable on or in respect of a share upon which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.
- (B) The Board may deduct from any dividend or bonus payable to any member all sums of money (if any) presently payable by him to the Company on account of calls, instalments or otherwise.
- ~~461~~159. Any general meeting sanctioning a dividend may make a call on the members of such amount as the meeting fixes, but so that the call on each member shall not exceed the dividend payable to him, and so that the call shall be made payable at the same time as the dividend, and the dividend may, if so arranged between the Company and the member, be set off against the call.
- ~~462~~160. A transfer of shares shall not pass the right to any dividend or bonus declared thereon before the registration of the transfer.
- ~~463~~161. If two or more persons are registered as joint holders of any share, any one of such persons may give effectual receipts for any dividends, interim dividends or bonuses and other moneys payable in respect of such shares.

- ~~464~~162. Unless otherwise directed by the Board, any dividend or bonus may be paid by cheque or warrant sent through the post to the registered address of the member entitled, or, in case of joint holders, to the registered address of that one whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent, and the payment of any such cheque or warrant shall operate as a good discharge to the Company in respect of the dividend and/or bonus represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged.
- ~~465~~163. All dividends or bonuses unclaimed for one year after having been declared may be invested or otherwise made use of by the Board for the benefit of the Company until claimed and the Company shall not be constituted a trustee in respect thereof. All dividends or bonuses unclaimed for six years after having been declared may be forfeited by the Board and shall revert to the Company.
- ~~466~~164. Any resolution declaring a dividend on shares of any class, whether a resolution of the Company in general meeting or a resolution of the Board, may specify that the same shall be payable ~~or distributable~~ to the persons registered as the holders of such shares at the close of business on a particular date, notwithstanding that it may be a date prior to that on which the resolution is passed, and thereupon the dividend or other distribution shall be payable ~~or distributable~~ made to them in accordance with their respective holdings so registered, but without prejudice to the rights inter se in respect of such dividend ~~or other distribution between the~~ transferors and transferees of any such shares. The provisions of this Bye-law shall mutatis mutandis apply to bonuses, capitalisation issues, distributions of realised capital profits or offers or grants made by the Company to the members.

#### **DISTRIBUTION OF REALISED CAPITAL PROFITS**

- ~~467~~165. The Company in general meeting may at any time and from time to time resolve that any surplus moneys in the hands of the Company representing capital profits arising from moneys received or recovered in respect of or arising from the realisation of any capital assets of the Company or any investments representing the same and not required for the payment or provision of any fixed preferential dividend instead of being applied in the purchase of any other capital assets or for other capital purposes be distributed amongst the ordinary shareholders on the footing that they receive the same as capital and in the shares and proportions in which they would have been entitled to receive the same if it had been distributed by way of dividend, provided that no such profits as aforesaid shall be so distributed unless there shall remain in the hands of the Company a sufficiency of other assets to answer in full the whole of the liabilities and paid-up share capital of the Company for the time being.

**RETURNS**

~~468~~166. The Board shall make the requisite returns and annual declarations in accordance with the Companies Act.

**ACCOUNTS**

~~469~~167. The Board shall cause true accounts to be kept of 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 Statutes or necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions.

~~470~~168. The books of account shall be kept at the Head Office or at such other place or places as the Board thinks fit and shall always be open to the inspection of the Board provided that such records as are required by the Statutes shall also be kept at the Registered Office.

~~471~~169. The Board shall from time to time determine whether and to what extent, at what times and places and under what conditions or regulations, the accounts and books of the Company, or any of them shall be open to the inspection of the members not being part of the Board, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by the Statutes or ordered by a court of competent jurisdiction or authorised by the Board or by the Company in general meeting.

~~472~~170. (A) The Board shall from time to time cause to be prepared and 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 Statutes.

- (B) ~~Every~~ Subject to Section 88 of the Companies Act and Bye-law 170(C) below, every balance sheet of the Company shall be signed on behalf of the Board by ~~two Directors~~ any one Director and a copy of every balance sheet (including every document required by law to be comprised therein or attached or annexed thereto) and profit and loss account which is to be laid before the Company in general meeting, together with a copy of the Directors' report and a copy of the Auditors' report, shall not less than twenty-one days before the date of the meeting, be sent to ~~every member of, and every holder of debentures of, the Company and every person registered under Bye law 48 and every other person entitled to receive notices of general meetings of the Company under the provisions of the Statutes or of these presents~~ each person entitled thereto, provided that this Bye-law shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures, ~~but any member or holder of debentures to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the registered office or the Registration Office. If all or any of the shares or debentures of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange, there shall be forwarded to the appropriate officer of such stock exchange such number of copies of such documents as may for the time being be required under its regulations or practice.~~
- (C) The Company may send summarised financial statements to members of the Company who have, in accordance with the Statutes and the Listing Rules, consented and elected to receive summarised financial statements instead of the full financial statements. The summarised financial statements must be accompanied by an auditor's report and notice informing the member how to notify the Company that he elects to receive the full financial statements. The summarised financial statements, notice and auditor's report must be sent not less than twenty-one days before the general meeting to those members that consented and elected to receive the summarised financial statements.
- (D) Subject to Section 88 of the Companies Act, the Company shall send the full financial statements to a member within seven days of receipt of the member's election to receive the full financial statements.

#### AUDIT

~~473~~171.

Auditors shall be appointed by ordinary resolution and their duties regulated in accordance with the provisions of the Statutes.



~~474~~172. (A) Subject as otherwise provided by the ~~statutes~~Statutes the remuneration of the Auditors shall be fixed by the Company in general meeting, ~~provided always that in respect by way of any particular year~~ordinary resolution or in such manner as the members may determine. Subject to the Listing Rules, such auditor may be a member but no Director or officer or employee of the Company in shall, during his continuance in office, be eligible to act as an auditor of the Company.

(B) Subject to the Companies Act, the members may, at any general meeting may delegate the fixing of such remunerations to the Board. convened and held in accordance with these Bye-laws, by extraordinary resolution remove the Auditors at any time before the expiration of their term of office and shall by ordinary resolution at that meeting appoint replacement Auditors for the remainder of their term.

~~475~~173. Every statement of accounts audited by the Company's Auditors and presented by the Board 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.

#### NOTICES

~~476~~174. Any notice or document to be given or issued under these Bye-laws shall be in writing, and may be served by the Company on any member either personally or by sending it through the post in a prepaid letter, envelope or wrapper addressed to such member at his registered address as appearing in the register or by delivering or leaving it at such registered address as aforesaid or (in the case of a notice) by advertisement in one or more newspapers circulating in the Relevant Territory. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders.

~~477~~175. A member shall be entitled to have notices served on him at any address within the Relevant Territory. Any member whose registered address is outside the Relevant Territory may notify the Company in writing of an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address. Where the registered address of the member is outside the Relevant Territory, notice, if given through the post, shall be sent by prepaid airmail letter.

- ~~\*178~~176. (A) Any notice sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is posted and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly prepaid, addressed and posted and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof.
- (B) Reasonable time shall be given to members of the Company not residing in Hong Kong, in exercising their rights or complying with the terms of any notice served by the Company. Notice by the members to the Company in exercising their rights or complying with terms of the notices sent by the Company shall be sufficiently given if sent to the registered office of the Company or the share registrar of the Company in Hong Kong.
- ~~479~~177. A notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it through the post in a prepaid letter, envelope or wrapper addressed to him 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 the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.
- ~~480~~178. 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 prior to his name and address being entered on the register shall have been duly given to the person from whom he derives his title to such share.
- ~~481~~179. Any notice or document delivered or sent by post to, or left at the registered address of any member in pursuance of these ~~presents~~Bye-laws, shall notwithstanding that such member be then deceased or bankrupt and whether or not the ~~company~~Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these ~~presents~~Bye-laws be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.
- ~~482~~180. The signature to any notice to be given by the Company may be written or printed.

*\* As amended by Special Resolution passed on 29/6/1990*

**INFORMATION**

~~183~~181. No member (not being a Director) shall be entitled to require discovery of or any information ~~respecting~~in respect of any detail of the Company's trading or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Board it will be inexpedient in the interests of the members of the Company to communicate to the public.

**~~WINDING~~WINDING UP**

~~184~~182. ~~A-Subject to the Companies Act,~~ a resolution that the Company be wound up by the Court or be wound up voluntarily shall be a special resolution.

~~185~~183. If the Company shall be wound up, the surplus assets remaining after payment to all creditors shall be divided among the members in proportion to the capital paid up on the shares held by them respectively, and if such surplus assets shall be insufficient to repay the whole of the paid up capital, they shall be distributed subject to the rights of any shares which may be issued on special terms and conditions, so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up on the shares held by them respectively, ~~but all subject to the rights of any shares which may be issued on special terms or conditions.~~

~~186~~184. If the Company shall be wound up (whether the liquidation is voluntary, or by the court) the liquidator may, with the sanction of a special resolution, divide among the members in specie or kind the whole or any part of the assets of the Company and whether the assets shall consist of property of one kind or shall consist of properties of different kinds and the liquidator may, for such purpose, set such value as he deems fair upon any one or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members and the members within each class. The liquidator may, with the like sanction, vest any part of the assets in trustees upon such trusts for the benefit of members as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other assets upon which there is a liability.

**INDEMNITY**

~~187~~185. Save and except so far as the provisions of this Bye-law shall be avoided by any provisions of the Statutes, the Board, President, Vice-president, Managing Directors, alternate Directors, Auditors, Secretary and other officers ~~for the time being~~ of the Company, ~~whether at present or in the past, and the liquidators or trustees (if any) for the time being~~ acting or who have acted in relation to any of the affairs of the Company, and their respective executors or administrators, shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their or any of their executors or administrators, shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, except such (if any) as they shall incur or sustain through their own wilful neglect or default, fraud and dishonesty respectively, and none of them shall be answerable for the act, receipts, neglects or defaults of any other of them, or for joining in any receipt for the sake of conformity, or for any bankers or other persons with whom any moneys or effects of the Company shall be lodged or deposited for safe custody, or for the insufficiency or deficiency of any security upon which any moneys of the Company shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts, or in relation thereto, except as the same shall happen by or through their own wilful neglect or default, fraud and dishonesty respectively.

**ALTERATION OF BYE-LAWS**

~~188~~186. These Bye-laws may be amended from time to time by special resolution of the Company.

**~~CHANGES IN APPLICABLE LAW~~**

~~189.~~ The following provisions ~~shall have effect at any time and from time to time that they are not prohibited by or inconsistent with any provision of the Statutes:-~~

(i) ~~Bye law 3(C) shall read as follows:-~~

~~“(C) (i) The Company may give financial assistance on such terms as the Board thinks fit to directors and bona fide employees of the Company, any of its subsidiaries, any holding company of the Company or any subsidiary of any such holding company in order that they may buy shares (fully or partly paid) in the Company or any holding company of the Company and such terms may include a reference that, when a director ceases to be a director of, or an employee ceases to be employed by, the Company or such other company, shares bought with such financial assistance shall or may be sold to the Company or such other company on such terms as the Board thinks fit.~~

- (ii) ~~The Company may in accordance with any scheme for the time being in force and approved by the members in general meeting provide money or other financial assistance direct or indirect for the purpose of or in connection with the purchase of, or subscription for, fully or partly paid shares in the Company or any holding company of the Company, being a purchase or subscription by a trustee of or for shares to be held by or for the benefit of employees of the Company, any of its subsidiaries, any holding company of the Company or any subsidiary of any such holding company, including any director holding a salaried employment or office with or in any such company and so that the residual beneficiary of any such trust may be or include a charitable object."~~
- (ii) ~~Paragraph (C) of Bye law 73 shall read as follows:-~~
- ~~"the election of Directors and appointment of Auditors and other officers in the place of those retiring, whether by rotation or otherwise;"~~
- (iii) ~~The first sentence of Bye law 90(B) shall read as follows:~~
- ~~"A proxy need not be a member of the Company."~~
- (iv) ~~Bye law 99 shall read as follows:-~~
- ~~"Neither a Director nor an alternate Director shall be required to hold any qualification shares but shall nevertheless be entitled to attend and speak at all general meetings of the Company and at all meetings of any class of members of the Company"~~
- (v) ~~Bye law 100 shall be read as follows:-~~
- ~~"the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following annual general meeting and shall then be eligible for re election, but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting."~~

- (vi) ~~Bye law 101 shall read as follows:-~~

~~“A Director may at any time, by notice in writing signed by him delivered to the Head Office or at a meeting of the Board, appoint any person (including another Director) to act as alternate Director in his place during his absence and may in like manner at any time determine such appointment. If such person is not another Director, such appointment, unless previously approved by the Board, shall have effect only upon and subject to being so approved. The appointment of an alternate Director shall determine on the happening of any event which, were he a Director, would cause him to vacate such office or if his appointer ceases to be a Director.”~~

- (vii) ~~Bye law 102(A) shall read as if the following new sentence were added at the end of such paragraph:-~~

~~“No alternate Director shall by virtue of that position be a director for the purposes of the Statutes, but shall nevertheless be subject to the provisions of the Statutes in so far as they relate to the duties and obligations of directors (other than the obligation to hold any qualifying share in the Company) when performing the functions of a Director.”~~

- (viii) ~~The provisions of Bye law 107(viii) shall not apply.~~

- (ix) ~~Bye law 109 (A) shall read as follows:-~~

~~“(A) At each annual general meeting one third of the Directors for the time being or, if their number is not three or a multiple of three, then the number nearest one third, shall retire from office, provided that no Director holding office as executive chairman or as a managing director shall be subject to retirement by rotation or taken into account in determining the number of Directors to retire. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election.”~~

- (x) ~~Bye law 122 shall read as if the words “Board shall as soon as practicable following each annual general meeting elect one of its body to the office of President of the Company and another to be Vice President of the Company, and” were replaced by the words “Board may elect from their number a President and/or Vice President, and”.~~

- (xi) ~~Paragraph (A) of Bye law 145 shall read as if the following sentence were added after the first sentence:~~

~~“The Company may adopt one or more common seals for use in any territory outside Bermuda.”~~

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## NOTICE OF ANNUAL GENERAL MEETING

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**KADER**

*Manufacturing Trust*

### KADER HOLDINGS COMPANY LIMITED

**開達集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 180)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Kader Holdings Company Limited (the “Company”) will be held at 11th Floor, 22 Kai Cheung Road, Kowloon Bay, Kowloon, Hong Kong on Tuesday, 23 May 2023 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited Financial Statements and Directors’ Report and Independent Auditor’s Report for the year ended 31 December 2022.
2. (A) (i) To re-elect Mrs. Nancy Ting Wang Wan-sun as director.  
(ii) To re-elect Mr. Ivan Ting Tien-li as director.  
(iii) To re-elect Mr. Bernie Ting Wai-cheung as director.  
(B) To authorise the board of directors of the Company to fix the remuneration of the directors.
3. To re-appoint KPMG as auditors of the Company and to authorise the directors to fix their remuneration.
4. As special business to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:  
(A) **“THAT:**  
(a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all powers of the Company to buy back issued shares of the Company (“Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;



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## NOTICE OF ANNUAL GENERAL MEETING

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(b) the total number of Shares which may be bought back by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10 per cent of the total number of the issued shares of the Company at the date of passing of this Resolution and the said approval shall be limited accordingly; and

(c) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(B) “**THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period of all the powers of the Company to allot, issue and deal with Shares or securities convertible into such shares, or options, warrants or similar rights to subscribe for any shares of the Company or such convertible securities, and to make or grant offers, agreements or options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements or options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of share allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to subscribe for Shares; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the Bye-laws of the Company from time

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## NOTICE OF ANNUAL GENERAL MEETING

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to time, shall not exceed 20 per cent of the total number of the issued shares of the Company at the date of passing of this Resolution and the said approval shall be limited accordingly;

(d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

(C) “**THAT** conditional upon the passing of Resolutions No. 4(A) and 4(B) set out in the notice of the meeting of which this Resolution forms part, the general mandate granted under Resolution No. 4(B) above be and is hereby extended by the addition of an amount representing the total number of Shares bought back by the Company pursuant to and in accordance with the said Resolution No. 4(A) to the total number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with the said Resolution No. 4(B).”

5. As special business to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT:**

- (a) the proposed amendments to the existing bye-laws of the Company (the “Proposed Amendments”), details of which are set out in Appendix III to the circular of the Company dated 27 April 2023, be and are hereby approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the amended and restated bye-laws of the Company (the “Amended and Restated Bye-laws”), which contain all the Proposed Amendments, a copy of which has been produced to the meeting and marked “A” and initiated by the chairman of the meeting for the purpose of identification, be and are hereby approved and adopted as the bye-laws of the Company in substitution for and to the exclusion of the existing bye-laws of the Company with immediate effect; and
- (c) any Director or company secretary of the Company be and is hereby authorised to do all such acts and things as he or she may consider necessary, desirable or appropriate to effect and record the adoption of the Amended and Restated Bye-laws.”

By order of the Board  
**Lao Wai Keung**  
*Company Secretary*

Hong Kong, 27 April 2023

*Notes:*

1. A member who is a holder of two or more shares and who is entitled to attend and vote at the meeting convened by this Notice is entitled to appoint more than one proxies to attend and, in the event of a poll, vote in his/her place. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the Meeting or at any adjournment thereof.
3. Where there are joint holders of any share, any one of such joint holders may vote at the meeting either personally or by proxy in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting personally or by proxy, that one of such joint holders so present whose name stands first on the register of members of the Company shall alone be entitled to vote in respect of such share.
4. The register of members of the Company will be closed from Thursday, 18 May 2023 to Tuesday, 23 May 2023, both days inclusive, during which period no transfer of shares will be effected. In order to be entitled to attend and vote at the forthcoming annual general meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 17 May 2023.