ARTICLES OF ASSOCIATION OF		
SILVER GRANT INTERNATIONAL HOLDINGS GROUP LIMITED (銀建國際控股集團有限公司)		
Incorporated the 27th day of January, 1960		

ARTICLES OF ASSOCIATION
SILVER GRANT INTERNATIONAL HOLDINGS GROUPLIMITED (銀建國際控股集團有限公司)
Model Articles
Interpretation
as modifed from time to time;
Law of Hong Kong) as modifed from time to time;





Name of Company	
Silver Grant International Holdings Group Limited (銀建國際控股集團有限公司)	
4. The registered of ce of the Company will situate in Hong Kong.	Registered off ce.
Liabilities of the Members	

specifc provision, as the Board may determine), and any preference share may	
divided into different classes of shares as the Company may from time to time	modifed.

(b) If at any time the share capital is divided into different classes of the issued shares of that class (if the capital is divided into different classes holders of the shares of the class (if the capital is divided into different classes

# **Shares and Increase of Capital**

	fnance share buy-
provision of security or otherwise, fnancial assistance for the purpose of or in	
	ofered to existing
	or cred to existing

absolute discretion thin	k ft.		
	nlant which cannot be	e made proftable for a	ı lengthened
or the provision of any	prant which cannot ov		J
or the provision of any	prane winer cannot ov	•	Ü
or the provision of any	prune winen cumot oc		
or the provision of any			
or the provision of any			
or the provision of any			

the Board thinks ft.

24. If a share certificate is defaced, lost or destroyed, it may be replaced

share certificates.

to publication of notices, evidence and indemnity as the Board thinks ft 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

regards the loss of share certificate, compliance for replacement certificate shall

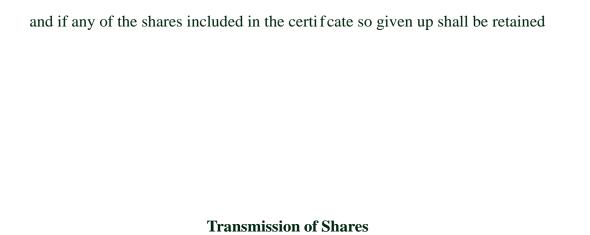
#### Lien

25. The Company shall have a frst and paramount lien on every share

Calls on Shares
at fxed times. A call may be made payable either in one sum or by instalments.



notifed.	
Transfer of Shares	
41. All transfers of shares may be efected	by transfer in writing in the
Board may, on such /	a¥
,,	



### **Forfeiture of Shares**

thinks ft.
uninks 1t.
it thinks ft, and without any deduction or allowance for the value of the shares,
is payable thereon at a fxed time which is subsequent to the date of forfeiture
period between the said fxed time and the date of actual payment.



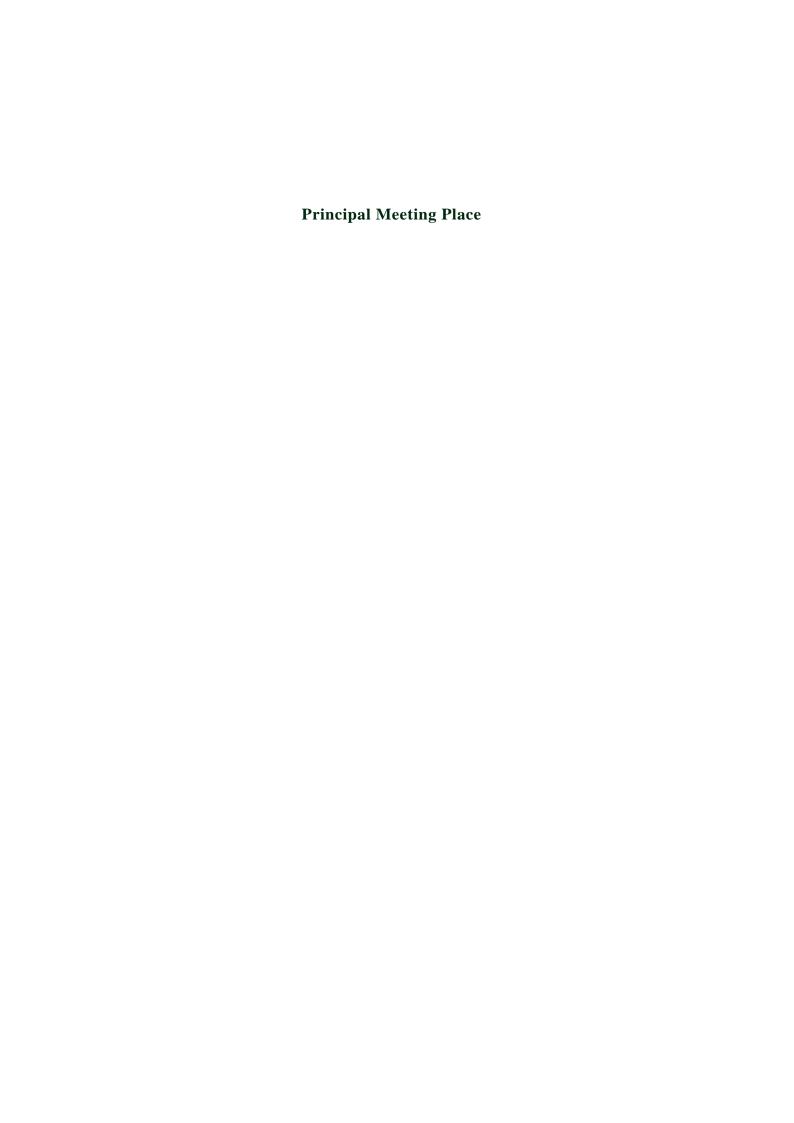
ft.

becomes payable at a fxed time as if the same had been payable by virtue of a call duly made and notifed.
Alteration of Capital

for the Company's beneft;

# **General Meetings**

held, subject to these Articles, at such time and place as it thinks ft.

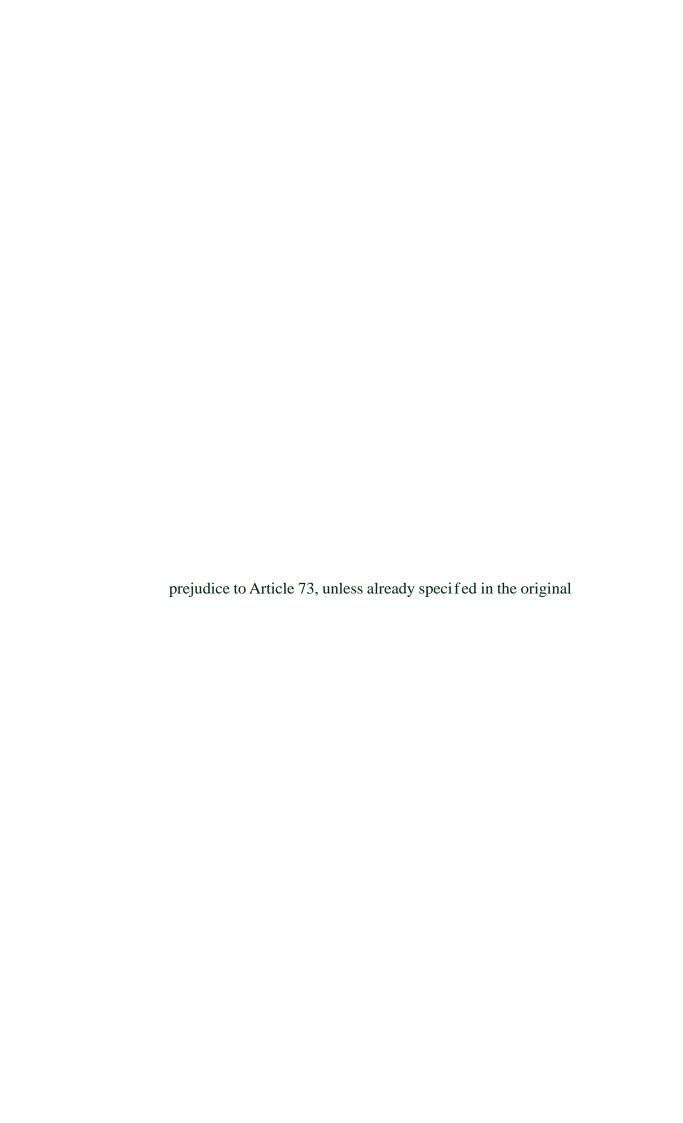


# **Proceedings at General Meetings**

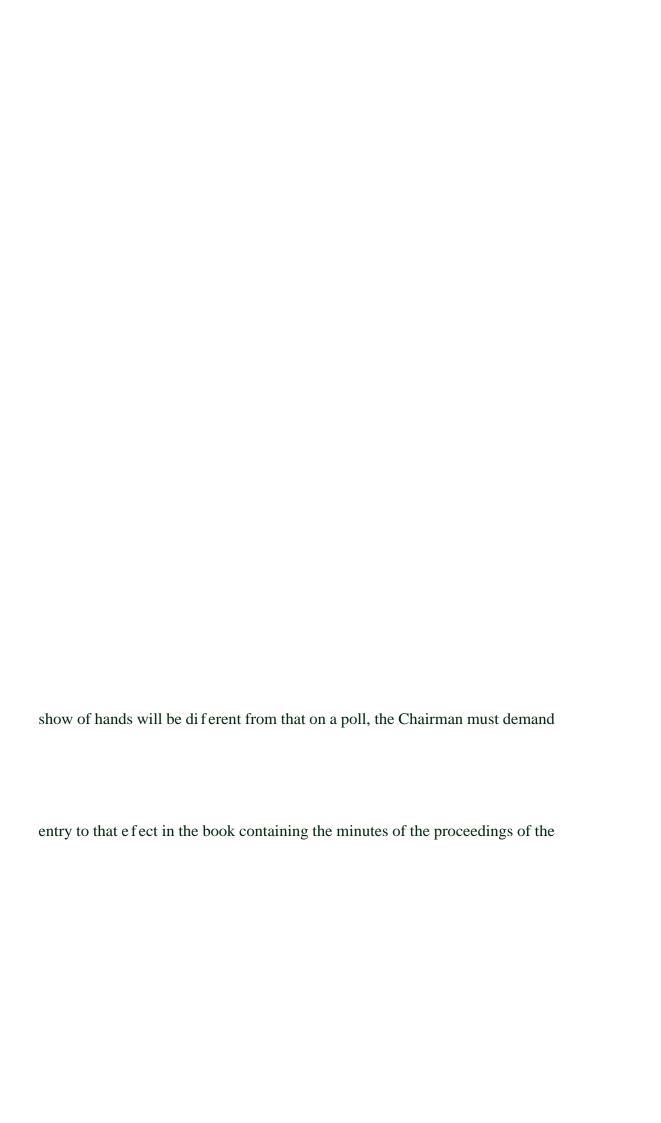
appointment of the Auditors and other o f cers in the place of those retiring, the	
Meeting Location(s)	

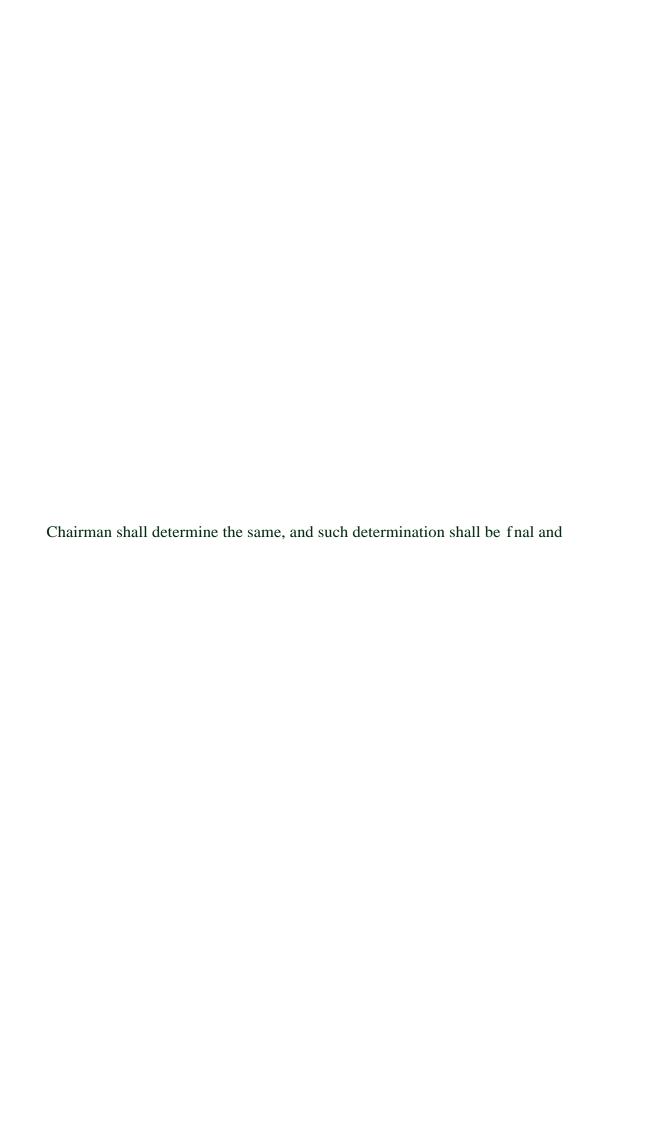


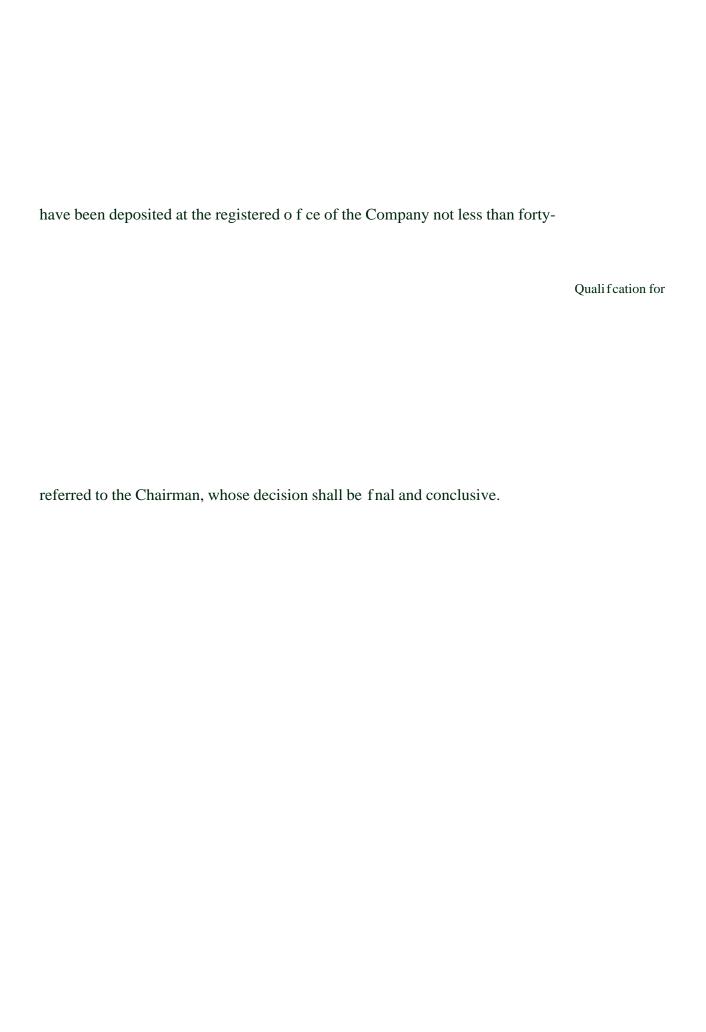




present within ffteen minutes from the time appointed for holding the meeting,
Chairman is present within ffteen minutes after the time appointed for holding







or other authority, if any, under which it is signed or a notarially certifed copy



Board of Directors	
appoint any person as a Director either to fll a casual vacancy or as an addition	Board may fll
vacate such o f ce, or if his appointer ceases to be a Director.	
as efective as the signature of his appointor. To such extent as the Board may	
as erective as the signature of his appointor. To such extent as the board may	

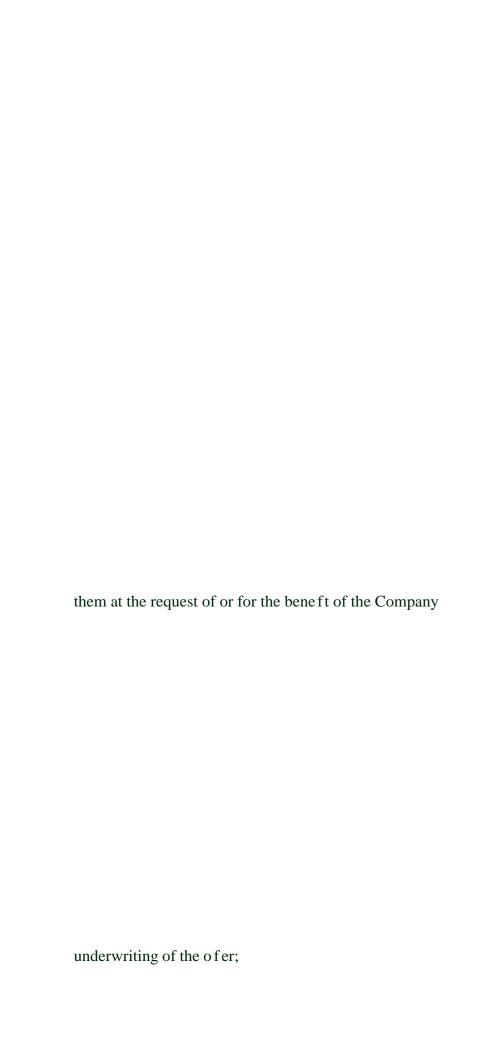
91. The registered of ce of the Company shall be at such place in Hong Registered Of ce.

	No qualifcation
which he has held o f ce. The foregoing provisions shall not apply to a Director	
participation in profts or otherwise as may be arranged.	
fxed by the Board and may be by way of salary, commission, or participation	
benefts (including pension and/or gratuity and/or other benefts on retirement)	

100. (a)	A Director shall vacate his off ce:—
	his of ce.
	registered o f ce he resigns his o f ce.
	(vii) If, having been appointed to an of ce under Article 115
	(viii) If he shall be removed from o f ce under Article 108.
.1 C	
the Company (e.	xcept that of Auditor) in conjunction with his of ce of Director

paymer	nt of remuneration	n to the direct	ors or o f ce	ers of such ot	ther compar	ny.
o f ce o	r place of proft	with the Com	pany or any	other comp	oany in whi	ch the
Directo	rs to o f ces or pl	aces of proft	with the Co	ompany or ar	ny other cor	npany
	no Director or p					
Compo	ny of the member	rs for any ram	uneration r	oroft or othe	r hene fte ro	alicad
	ny of the member of the fduciary				i bene i is re	anseu

e f ect that: interest as a member, o f cer, employee or otherwise in a body corporate or frm specifed in the notice (including notice be entered into with that specifed body corporate or frm; or than a body corporate or frm) (including any connected entered into with that specifed person, associate) in the specifed body corporate or frm; specifed person; and



 $his\ associate(s))\ may\ beneft.$ 

shall have the same meaning as defined in Rule 1.01 of

# **Rotation of Directors**

third) shall retire from o f ce by rotation provided that every Director (including	

period of o f ce notwithstanding anything in these Articles or in any agreement

stead. Any person so elected shall hold off ce for such time only as the Director

# **Borrowing Powers**

# **Managing Directors etc.**

Managing Director or other Executive Director and/or such other of ce in the terms as it thinks ft and upon such terms as to remuneration as it may decide in

116. Every Director appointed to an off ce under Article 115 hereof shall,

hold such o f ce if he ceases to hold the o f ce of Director for any cause.

**Powers of Directors** 

the general profts of the Company either in addition to	
Managers	
participation in the profts of the Company or by a combination of two or more of these modes and pay the working expenses of any of the staf of the general	Tenure of o f ce and
upon him or them all or any of the powers of the Directors as it may think ft.	renure of o f ce and
in all respects as the Board may in its absolute discretion thinks ft, including a	
Chairman	
period for which each of them is to hold o f ce. The Chairman of the Board or,	
within f ve minutes after the time appointed for holding the same, the Directors	

# **Proceedings of the Directors** from time to time notifed to the Company by such Director or (if the recipient

consisting of such member or members of its body as the Board thinks ft, and	
	e f ect as acts of the
be as valid and efectual as if it had been passed at a meeting of the Board duly	

# Minutes

(i) all appointments of o f cers made by the Board;
President
by virtue of his of ce, be deemed a Director or be entitled to any remuneration.
G
Secretary
there is no assistant or deputy Secretary capable of acting, by or to any of cer

satisfed by its being done by or to the same person acting both as Director and  Management — Miscellaneous	
restrictions as to the manner in which the seal may be a f xed as the Board may	
of cer or other person and no mechanical reproduction thereof shall be required	Of cial seal.
deemed to include any such o f cial seal as aforesaid.	

upon such terms and subject to such conditions as the Board may think ft, and
such annulment or variation shall be a fected thereby.

any time Directors or o f cers of the Company or of any such other company as
for the beneft of or to advance the interests and well-being of the Company or
beneft any such donation, gratuity, pension, allowance or emolument.
Capitalisation of Reserves

_	c .	C	1	
H:1	tect	of res	oitulo	n

the purpose of giving efect to any resolution under this Article, the Board may thinks ft, and in particular, may determine that cash payments shall be made to

the beneft shall accrue to the Company rather than to the members concerned.

### **Dividends and Reserves**

intervals to be settled by it any dividend which may be payable at a fxed rate if the Board is of the opinion that the profts justify the payment.

that such dividend be satisfed wholly or in part by the distribution of specifc
more of such ways, and where any di f culty arises in regard to the distribution
issue fractional certificates, disregard fractional entitlements or round the same
dividend, and such appointment shall be efective.
dividend, and such appointment shan be exective.

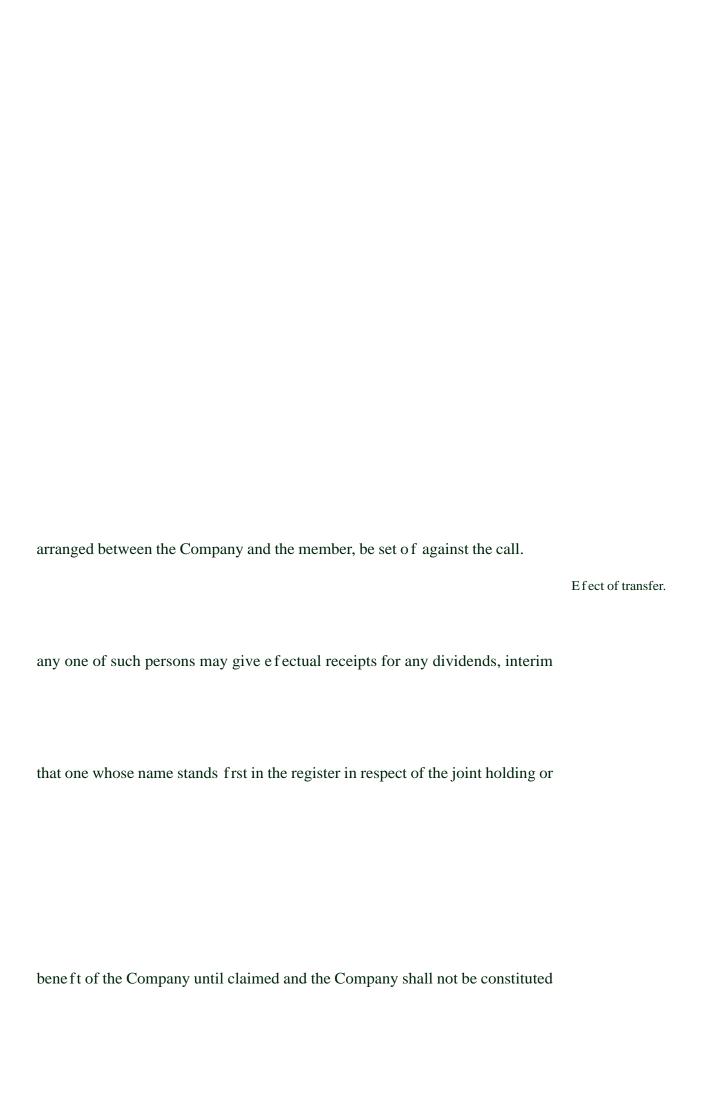
lodged in order to be efective;

# the non-elected shares

lodged in order to be efective;

# the elected shares

rounded	l up or down or v	whereby the b	eneft of fr	actional enti	tlements acc	rues to
	satis fed wholly hout o fering an					
allotme	nt of shares or th	ne circulation	of an ofer	of such righ	t of election	would
of the p	rofts of the Cor	npany such su	ıms as it th	inks ft as a	reserve or re	serves
capital o	or for equalising	dividends or	for any oth	ner purpose t	o which the	profts
the sam	e to reserve carr	y forward any	y profts wh	nich it may tl	hink prudent	not to



Untraceable Members
the frst occasion on which such a cheque or warrant is returned undelivered.

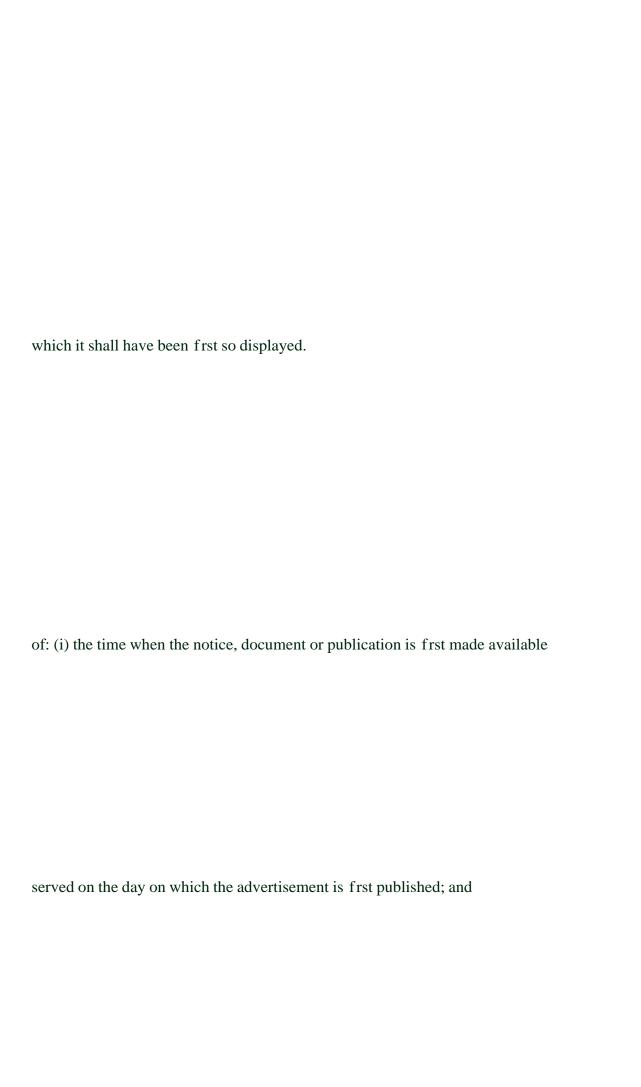
	Annual fnancial
reporting documents and/or the summary fnancial report (as the case may be)	
Auditors	
may delegate the fxing of such remunerations to the Board.	

	169.	Every	set of	fnancial	statement	audited	by	the	Com	pany	z's	Audit	ors
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be deemed fnally

# **Notices**



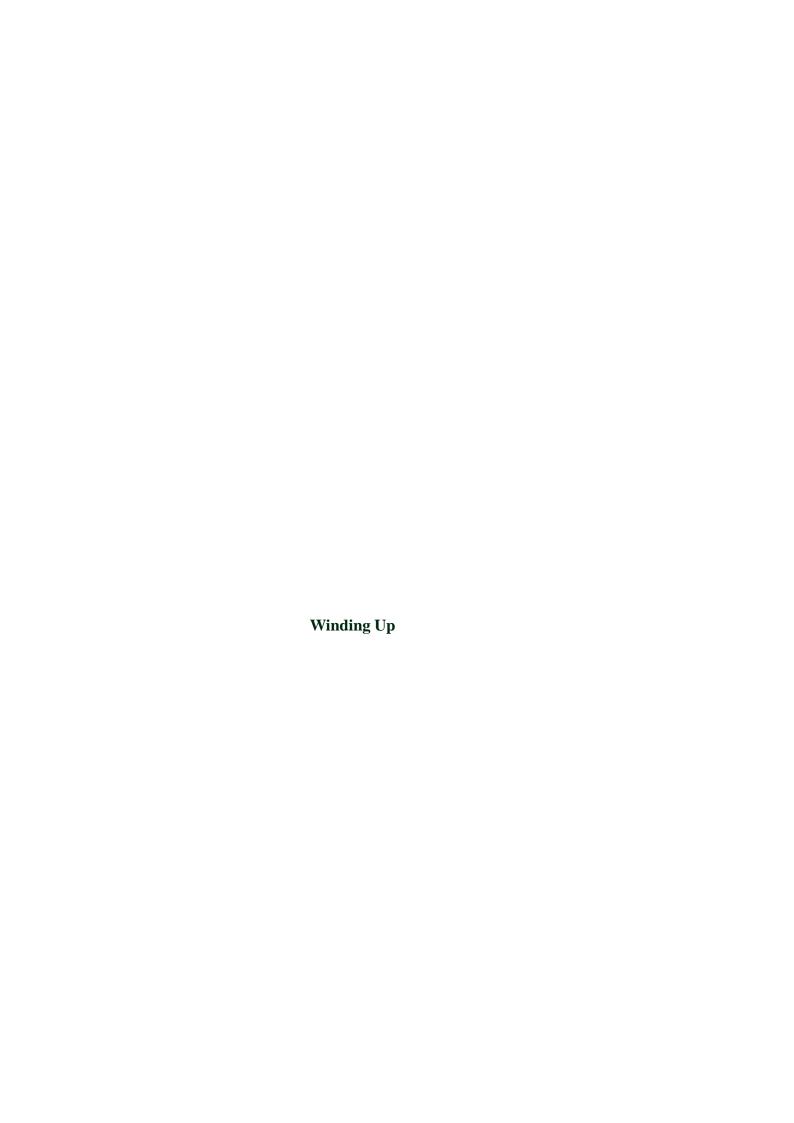


# Information

### **Documents**

Board for the purpose shall have power to authenticate any documents a fecting

records, documents and accounts are elsewhere than at the registered off ce, the local manager or other off cer of the Company having the custody thereof shall



bound, within fourteen days after the passing of an efective resolution to wind	

of cer of the Company:—
Company shall keep in its registered of ce a copy, or document setting out the
Amendment to Articles of Association

張楠昌	
施家駿	
王祖民	