ARTICLES OF ASSOCIATION

OF

BISHOP HALL JUBILEE SCHOOL FOUNDATION LIMITED
何明華會督銀禧中學基金會有限公司

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Incorporated the 10th day of September 2010

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King & Wood
Solicitors & Notaries
Hong Kong

THE COMPANIES ORDINANCE
(Chapter 622 of the Laws of Hong Kong)

Company Limited by Guarantee

ARTICLES OF ASSOCIATION

OF

BISHOP HALL JUBILEE SCHOOL FOUNDATION LIMITED
何明華會督銀禧中學基金會有限公司

PART A

1. The name of the Company is "**BISHOP HALL JUBILEE SCHOOL FOUNDATION LIMITED 何明華會督銀禧中學基金會有限公司**" (hereinafter called "the Foundation").

2. The registered office of the Foundation will be situated in Hong Kong.

3. The objects for which the Foundation is established are:-

   (1) The promotion of education provided by Bishop Hall Jubilee School (何明華會督銀禧中學) (hereinafter called "the School") in accordance with the Christian principles as propounded by the Anglican Church;

   (2) The provision of financial assistance to the students of the School by way of prizes, donations, scholarships, bursaries, emergency relief funds or otherwise;

   (3) The promotion of scholarship, games, study tours or extra-curricular activities at the School either by the provision or endowment of prizes, bursaries or scholarships or by the making of grants, subsidies, gifts or otherwise;

   (4) The provision (or where appropriate the replacement or repair) of plant, equipment, furniture or other chattels or the provision of amenities or services for the benefit of the School or the students or staff of the School or some of them;

   (5) The improvement of the site of the School and its buildings, playgrounds, facilities and fixed and other equipment and assets either by making new additions thereto or otherwise;

(6) The assistance of any clubs, societies or organizations of the School;

(7) The endowment of the School or of any charitable funds connected therewith;

(8) The assistance of any charitable institution or body associated with the School; and

(9) The furtherance of any general charitable object for the benefit of the School;

4. In furtherance of the objects but not otherwise, the Foundation may:-

(a) Apply for, invite through fund-raising activities or otherwise and collect from the members of the Foundation or from any other persons, corporations or authorities, donations, gifts, bequests and any other assistance;

(b) Provide, endow, furnish and fit out with all necessary furniture, facilities and other equipment, and maintain and manage such buildings and facilities and other premises for education as the Foundation may from time to time decide;

(c) Hold, purchase, take on lease or in exchange, hire or otherwise acquire any real or personal estate or property which may be deemed necessary or convenient for the promotion of its objects and sell, manage, lease, licence, mortgage, dispose of or otherwise deal with the same;

(d) Construct, alter, maintain and manage any house, building or property necessary or convenient for the promotion of its objects;

(e) Take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient to procure contributions to the funds of the Foundation and accept subscriptions, donations and any gift of property (whether of real, personal or pecuniary and whether or not subject to any trust) and bequests and sell and dispose of, lease and accept surrenders of leases of and manage all real estate so received and not required or capable of being occupied for the objects of the Foundation;

(f) Manage and invest all monies belonging to the Foundation in a reasonable and prudent manner;

(g) Take, or otherwise acquire, and hold stocks, debentures or other securities of any company;

(h) Raise, borrow or secure the payment of monies in such manner as the Foundation may think fit and secure the same or the repayment or performance of any debt, liability, contract or other engagement incurred

or to be entered into by the Foundation in any way and purchase, redeem or pay off any such debts, liabilities and securities;

(i) Lend and advance monies or give credit on such terms as may seem expedient and with or without security to persons and others, enter into guarantees, contracts of indemnity and suretyships of all kinds other than those in the nature of insurance business, become surety for any persons, firms or companies and receive monies, stocks, bonds, certificates, securities, deeds and properties on deposit or for safe custody or management provided that tight internal control would be adopted;

(j) Support or oppose any bills, proceedings or applications which may seem calculated to benefit or prejudice the interest of the Foundation or the School respectively;

(k) Carry on any operation or activity and do any act or thing which in the opinion of the Foundation is or may be capable of being conveniently carried on or done in connection with any of the objects of the Foundation, or likely to advance the objects of the Foundation;

(l) Subject to Clause 5 hereof, employ and contract with and remunerate, and, from time to time if thought fit, dismiss and replace with others such employees, contractors and staff as the Foundation may think fit, and such lawyers, accountants, surveyors and other professional or non-professional advisors or consultants as may be considered expedient;

(m) Open and operate bank accounts, draw, make, accept, endorse and execute cheques, bills of exchange, promissory notes and other negotiable or transferable instruments;

(n) Make charitable or other donations to charitable organizations and causes and to non-profit-making educational institutions or bodies in Hong Kong or elsewhere as the Foundation may think fit;

(o) Undertake and execute any trusts which are desirable or conducive to any of the objects of the Foundation;

(p) Print and publish any newspaper, periodicals, books or leaflets as shall be desirable for attaining the objects of the Foundation;

(q) Carry out all or any of the objects of the Foundation and do all or any of the above things in any part of the world and either as principal, agent, contractor, or trustee, or otherwise, and by or through trustees or agents or otherwise, and either alone or in conjunction with others; and

(r) Do all such other lawful things as are incidental or conducive to the attainment of all or any of the above objects.

PROVIDED that:-

(i) Save as described above, the powers set forth in the Seventh Schedule to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) are hereby excluded.

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

(iii) The objects of the Foundation shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.

5. (1) The income and property of the Foundation, whencesoever and howsoever derived, shall be applied solely towards the promotion of the objects of the Foundation as set forth in Part B of these Articles of Association.

(2) Subject to Clauses 5(4) and 5(5) below, no portion of the income and property of the Foundation shall be paid or transferred directly or indirectly, by way of dividend, bonus, loan or otherwise howsoever, to the members of the Foundation.

(3) No member of the Board or the governing body of the Foundation shall be appointed to any salaried office of the Foundation, or any office of the Foundation paid by fees and no remuneration or other benefit in money or money's worth (except as provided in Clause 5(5) below) shall be given by the Foundation to any member of the Board or the governing body of the Foundation.

(4) Nothing herein shall prevent the payment, in good faith, by the Foundation of reasonable and proper remuneration to any officer or servant of the Foundation or the School, or to any member of the Foundation not being a member of the Board or the governing body of the Foundation in return for any services actually rendered to the Foundation.

(5) Nothing herein shall prevent the payment, in good faith, by the Foundation:-

(a) to any member of its Board or the governing body of the Foundation of out-of-pocket expenses;

(b) of interest on money lent by any member of the Foundation or its Board or governing body at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;

(c) of reasonable and proper rent for premises demised or let by any member of the Foundation or of its Board or governing body; and

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

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

6. The liability of the members is limited.

7. Every member of the Foundation undertakes to contribute to the assets of the Foundation in the event of its being wound up while he is a member, or within one year after he ceased to be a member, for payment of the debts and liabilities of the Foundation contracted before the time at which he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding the sum of one hundred Hong Kong dollars.

8. If upon the winding up or dissolution of the Foundation there remains, after the satisfaction of all its debts and liabilities, any property or asset whatsoever, the same shall not be paid to or distributed among the members of the Foundation but shall be given or transferred to the School. Otherwise, the same shall be given or transferred to some other charitable institution or institutions which has or have charitable objects similar to the objects of the Foundation and which similarly prohibit the distribution of its or their income and property by way of dividend or otherwise amongst its or their members to an extent at least as great as is imposed upon the Foundation by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the Foundation at or before the time of the dissolution or in default thereof by a Judge of the Court of First Instance of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision, then to some institution or institutions having charitable objects.

9. True accounts shall be kept of the sums of money received and expended by the Foundation and matters in respect of which such receipt and expenditures can take place and of the property and other assets and liabilities of the Foundation, which accounts subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Foundation for the time being in force, shall be open to the inspection of the members of the Foundation. Once at least in every year the accounts of the Foundation shall be examined and the correctness of the balance sheet ascertained by one or more properly authorized auditor or auditors.

10. No addition, alteration or amendment shall be made to or in these Articles of Association for the time being in force, unless such alteration has previously been submitted to and approved in writing by the management committee or governing body of the School ("the Management Committee") Provided always that a certificate given under the hand of the Chairman of the Management Committee signifying the approval of the Management Committee shall be sufficient proof of such approval being given.

PART B

Interpretation

1. In the Articles, save where the context otherwise requires:-

(a) "Articles" means these Articles of Association in their present form or as altered from time to time;

(b) "Auditors" means the person or persons appointed to audit the accounts of the Foundation;

(c) "Board" means the Board of Directors of the Foundation constituted in accordance with the Articles;

(d) "Bye-laws" means the bye-laws of the Foundation from time to time in force pursuant to the Articles;

(e) "Chairman" means the Chairman for the time being of the Board;

(f) "Director" means a Director of the Board whether ex-officio, elected, appointed or otherwise;

(g) "Foundation" means **BISHOP HALL JUBILEE SCHOOL FOUNDATION LIMITED 何明華會督銀禧中學基金會有限公司**;

(h) "Honorary Secretary" means the Honorary Secretary for the time being appointed by the Board or any person acting in such capacity by direction of the Board to perform the duties of the honorary secretary for the Foundation;

(i) "Honorary Treasurer" means the Honorary Treasurer for the time being of the Foundation;

(j) "in writing" and "written" include printing, lithography, photography and other modes of representing or reproducing words in a visible form;

(k) "Management Committee" means the management committee or governing body of the School;

(l) "Member" means a member of the Foundation;

(m) "Ordinance" means the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and every statutory modification or re-enactment thereof for the time being in force;

(n) "School" means Bishop Hall Jubilee School (何明華會督銀禧中學);

(o) "Seal" means the common seal of the Foundation;

(p) "Subscribers" means the persons who sign the Articles; and

(q) "Vice-Chairman" means the Vice-Chairman for the time being of the Board.

2. In the Articles, if not inconsistent with the subject or context, words importing the singular number shall include the plural number and vice versa, words importing any genders shall include all other gender and references to persons shall include corporations (acting, where applicable, by their duly authorized representatives).

3. Subject as aforesaid, any words defined in the Ordinance shall, if not inconsistent with the subject or context, bear the same meanings in the Articles.

4. The headings and any marginal notes are inserted for convenience only and shall not affect the construction of the Articles.

Objects

5. The Foundation is established for the objects set forth in the Articles.

Membership

6. For the purposes of registration, the number of Members with which the Foundation proposes to be incorporated is declared not to exceed one hundred but the Board may from time to time increase the number of Members.

7. The membership of the Foundation shall be open to any adult who is interested in promoting and furthering the objects of the Foundation and has obtained recommendation from the Management Committee. The ex-officio Directors mentioned in Article 34 hereof shall become Members on their assumption of directorship without having to apply for such admission.

8. The Board shall have full discretion as to the admission of any person to membership and shall not be called upon to give any reason thereof.

9. Unless otherwise decided by the Board, no fees shall be payable by the applicant on his admission as a Member.

10. The Subscribers shall become Members on the incorporation of the Foundation without having to apply for such admission. No fees shall be payable by the Subscribers upon their becoming Members.

11. The rights and privileges of every Member shall be personal to himself and shall not be transferable by his own act or by operation of law and shall cease upon his death.

12. A Member shall cease to be a Member if such Member:-

(a) ceases to be a member of the Management Committee; or

(b) resigns by giving notice in writing to the Board to become effective one month after the receipt by the Board of such notice unless the Baord notifies such Member that it accepts a shorter period; or

(c) is expelled pursuant to Article 13 hereof; or

(d) dies; or

(e) becomes of unsound mind; or

(f) is adjudged bankrupt or makes any arrangement or composition with his creditors; or

(g) has been convicted of any offence involving drugs, violence or dishonesty or shall suffer imprisonment for any period whatsoever.

13. If any Member has behaved in a manner calculated to cause undue inconvenience to other Members or likely to be injurious to the reputation or interests of the Foundation, the Board may by resolution call upon such Member to resign from the Foundation forthwith and, if he fails to resign, may by resolution strike his name off the roll of Members or may suspend his membership for such period of time as the Board deems expedient provided that at least one week before the meeting at which such resolution of the suspension or expulsion of the Member is passed, the Member shall have had notice thereof and of the intended resolution and shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation which he may think fit.

General Meeting

14. The Foundation shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notice calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Foundation and that of the next. Provided that so long as the Foundation holds its first annual general meeting within 18 months of its incorporation, it need not hold one in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the Board shall appoint.

15. All general meetings other than annual general meetings shall be called extraordinary general meetings.

16. The Board may, whenever it thinks fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisitions as provided by Section 566 of the Ordinance.

Notice of General Meetings

17. An annual general meeting and a meeting called for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and a meeting of the Foundation other than an annual general meeting or a meeting for the passing of an ordinary resolution shall be called by 14 days' notice in writing at the least. The notice shall be exclusive of the day on which the notice 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 the meeting and, in case of special business, the general nature of that business shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Foundation in general meeting, to such persons as are, under the Articles, entitled to receive such notices from the Foundation Provided that a meeting of the Foundation shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed by all the Members entitled to attend and vote thereat.

18. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

19. All business shall be deemed special that is transacted at an extraordinary general meeting and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Board and Auditors, the election of Directors in the place of those retiring and the appointment of, and the fixing of the remuneration of, the Auditors.

20. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business and continues to be present until the conclusion of the meeting; save as herein otherwise provided, four Members present in person shall be a quorum.

21. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present in person shall be a quorum.

22. The chairman, if any, of the Board shall preside as chairman at every general meeting of the Foundation, or if there is no such chairman, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act or is absent from Hong Kong or has given notice to the Foundation of his intention not to attend the meeting, the Directors present shall elect one of their number to be chairman of the meeting.

23. If at any meeting no Director is willing to act as chairman or if no Director is present within 15 minutes after the time appointed for holding the meeting, the Members present in person shall choose one of their number to be chairman of the meeting.

24. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

25. Subject to the provisions of the Ordinance, 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 Foundation duly convened and held. A written notice of confirmation of such resolution in writing sent by or on behalf of such Member shall be deemed to be his signature to such resolution in writing for the purposes of this Article. Such resolution in writing may consist of several documents each signed by or on behalf of one or more such Members.

26. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded —

    (a) by the chairman; or

    (b) by at least two Members present in person.

    Unless a poll be so demanded, 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 proceedings of the Foundation, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

    The demand for a poll may be withdrawn.

27. If a poll is duly demanded, it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

28. 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.

Votes of Members

29. Subject as herein provided, every Member shall have one vote whether on a show of hands or on a poll.

30. An objection may be made to the validity of any vote only at the meeting at which such vote shall be tendered, and every vote not disallowed at such meeting shall be valid.

31. The Board may invite any person, association, corporation or partnership that is not a Member to attend any general meetings. Such person, association, corporation or partnership shall have none of the rights or liabilities of a Member.

The Board of Directors

32. The number of Directors shall be nine, or as otherwise decided by the Board from time to time but in any event not more than eleven.

33. The first Directors of the Foundation shall be appointed by the Subscribers and the first Chairman shall also be appointed by the Subscribers.

34. The Board shall be constituted as follows:-

(a) the Chairman of the Management Committee, who shall be an ex-officio Director;

(b) the Supervisor of the School, who shall be an ex-officio Director;

(c) the Honorary Treasurer of the Management Committee, who shall be an ex-officio Director;

(d) the Principal of the School, who shall be an ex-officio Director;

(e) three Directors who shall be Members appointed by the Management Committee; and

(f) the remaining Directors who shall be elected by the Members from amongst themselves.

35. Subject to Article 33 hereof, the Directors shall from time to time elect from among themselves suitable persons to be the Chairman, the Vice-Chairman, the Honorary Secretary and the Honorary Treasurer of the Board.

36. Save the ex-officio Directors, all other Directors shall hold office for a term of three years. In the case of the first Directors (but excluding the ex-officio Directors), they shall retire from their offices at the close of the third annual

general meeting of the Foundation. In the case of the subsequent Directors (but excluding the ex-officio Directors), they shall retire from their offices at the close of the third annual general meeting next after that at which they were appointed and elected. All Directors shall be eligible for re-election or re-appointment (as the case may be). A Director may resign from office at any time and notice of such resignation shall be in writing addressed to the Board. A Director who resigns as a Member shall be deemed to have given notice of resignation as a Director upon his voluntary retirement or resignation as a Member.

37. The Chairman shall represent the Foundation in all its matters externally and shall conduct and manage all matters in accordance with the provisions of the Articles and all resolutions of the Foundation and of the Board. He shall be entitled to preside at all meetings of the Board at which he shall be present.

38. The Vice-Chairman shall in all respects act as the Chairman in the latter's absence and assist the Chairman in the dispatch of all matters and affairs of the Foundation.

39. The Honorary Treasurer shall have the custody of all the funds and securities of the Foundation on its behalf. He shall plan the expenditure and income and assume the responsibilities for preparing the budget of the Foundation. He shall also prepare annual statements of accounts of the Foundation.

40. The Honorary Secretary shall keep the records of the Foundation under the supervision of the Chairman and the Board, including a permanent record of all minutes of meetings of the Board and of all minutes of meetings of the Members, which minutes shall be signed by the Chairman and placed by him in a minute book kept for that purpose. He shall also keep the register of the Members pursuant to the Ordinance.

41. Election of the Directors who are of the elected category under Article 34 hereof shall be conducted by the Board in accordance with the arrangements to be decided and announced by the Board from time to time.

42. No salary, remuneration, or allowance shall be paid to the Directors, but they shall be reimbursed any out-of-pocket expenses properly incurred by them in connection with the affairs of the Foundation. Clerks, servants and other employees employed by the Foundation shall be paid remuneration.

Powers of the Board

43. The management and control of the affairs and operation of the Foundation and of the funds and property belonging to the Foundation shall be vested in the Board. The Board shall have the authority to adopt, amend or repeal any of the Bye-laws and may pay all expenses of, preliminary and incidental to, the promotion, formation, establishment and registration of the Foundation as it thinks fit, and may exercise all such powers, and do acts and things as the Foundation is authorised to exercise or do as are not, by the Ordinance or by the Articles, required to be exercised by the Foundation in general meeting, subject nevertheless to the provisions of the Ordinance or the Articles and to such

regulations, being not inconsistent with these provisions, as may be prescribed by the Foundation in general meeting; but no regulation made by the Foundation in general meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.

44. Without prejudice to the general powers conferred in the Articles, the Board shall have power for the furtherance of the objects of the Foundation but not otherwise:-

(a) To appoint any company, firm, person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Foundation for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under the Articles) and for such period and subject to such conditions as it may think fit;

(b) Subject to Clause 5 of Part A of the Articles, to employ and dismiss staff of the Foundation for the purposes of carrying out and furthering the aims, objects and functions of the Foundation, and to determine the powers and duties of such persons and fix their salaries or remunerations and to sanction the payment of the same out of the funds of the Foundation;

(c) To expend the funds of the Foundation in such manner as it shall consider most beneficial for the objects of the Foundation and to invest in the name of the Foundation such part thereof in a reasonable and prudent manner as it may see fit, and to direct the sale or transposition of any such investments, and to expend the proceeds of any such sale for the objects of the Foundation;

(d) To acquire in the name of the Foundation, build upon, pull down, rebuild, add to, alter, repair, improve, sell or dispose of, or otherwise deal with any land, buildings or premises for the use of the Foundation;

(e) To enter into such contracts and do all such acts and things as it may think expedient for the objects of the Foundation;

(f) To exercise all the powers of the Foundation to borrow monies and to mortgage or charge all or any part of the undertaking, property and assets of the Foundation, and to issue debentures, stocks, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of the Foundation or of any third party in furtherance of the objects of the Foundation;

(g) To exercise all the powers of the Foundation to raise monies in a reasonable and prudent manner and on such terms as it may from time to time determine;

(h) To exercise all the powers of the Foundation to lend monies in a reasonable and prudent manner and on such terms as it may from time to time determine;

(i) To exercise all the powers of the Foundation to collect monies due to the Foundation in such manner and on such terms as it may from time to time determine;

(j) To sign, draw, make, give, accept, endorse, transfer and negotiate such cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Foundation as it may from time to time determine to be desirable in carrying on the objects of the Foundation;

(k) To invest and deal with the monies of the Foundation in a reasonable and prudent manner as may from time to time be determined;

(l) To cause proper minutes to be made of all appointments of officers made by the Board, of all the names of the Directors present at each meeting of the Board and of any sub-committee of the Board, of all orders made by the Board and the sub-committees of the Board, and of all resolutions and proceedings of all meetings of the Foundation and of the Board and of all sub-committees of the Board, and all business transacted at such meetings, and any minutes of any such meeting, if purporting to be signed by the chairman of such meeting or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated;

(m) To grant to such person or persons as the Board may from time to time decide scholarships, prizes, awards, subsidies, allowances, loans (whether interest bearing or interest free), emergency relief funds and other forms of financial assistance, including, but not limited to the giving of guarantee for payment of passages fees and other monies for the persons assisted by the Foundation, and to decide the amounts of financial assistance to be granted and the terms and conditions therefor;

(n) To pay all costs, charges and expenses of and incidental to the carrying out of the objects for which the Foundation is established; and

(o) Generally to do all things necessary or expedient for the due conduct of the affairs of the Foundation not herein otherwise provided for.

Disqualification of Directors

45. The office of a Director shall ipso facto be vacated if the Director:-

(a) holds any office of profit in the Foundation; or

(b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(c) dies; or

(d) becomes prohibited from being a Director by law or court order; or

(e) becomes of unsound mind; or

(f) resigns his office by notice in writing to the Board; or

(g) is directly or indirectly interested in any transaction, arrangement or contract, or any proposed transaction, arrangement or contract (being a transaction, arrangement or contract, or a proposed transaction, arrangement or contract, of significance in relation to the affairs of the Foundation) with the Foundation and, if his interest in the transaction, arrangement or contract or the proposed transaction, arrangement or contract is material, fails to declare the nature and extent of his interest in manner required by Section 536 of the Ordinance; or

(h) is convicted of an indictable offence; or

(i) ceases to be a Member; or

(j) (who is an ex-officio Director) ceases to hold the office which qualifies him for the ex-officio directorship; or

(k) is removed by a special resolution of the Foundation.

Interests of Directors

46. A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Foundation shall declare the nature of his interest in accordance with the provisions of the Ordinance. A general notice given to the Board by a Director to the effect that he is a member or a director of a specified company or firm, and is to be regarded as interested in any contract, arrangement or dealing which may, after the date of the notice, be entered into or made with that company or firm shall, for the purpose of this Article, be deemed to be a sufficient disclosure of interest in relation to any contract, arrangement or dealing so entered into or made.

47. A Director shall not be entitled to vote as a Director in respect of any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall not be counted, and he shall not be taken into account in determining the quorum for the meeting at which any such contract or arrangement is to be considered.

48. A Director may hold office as a director in or manager of any other company in which the Foundation is a shareholder or is otherwise interested, and (subject to any agreement with the Foundation to the contrary) shall not be liable to account to the Foundation for any remuneration or other benefits receivable by him from such other company. The Board may exercise the voting powers conferred by the shares in any company held or owned by the Foundation in such manner in all respects as the Board thinks fit (including the exercise thereof in favour of any resolution appointing the Directors or any of them directors or other officers of

such company or voting or providing for the payment of remuneration to the directors of such company) and any Director may vote in favour of the exercise of such voting rights in the manner aforesaid notwithstanding that he may be, or is about to be, appointed a director or other officer of such other company and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

Rotation of the Board

49. The Foundation at the meeting at which Directors who are of the elected category under Article 34 hereof retire in manner aforesaid may fill up the vacated offices by electing persons thereto, and in default, the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and lost.

50. In case of a casual vacancy in the membership of the Directors who are of the appointed category under Article 34 hereof, it shall be filled by a Member appointed by the Management Committee. Any Director so appointed shall hold office only for the residue of the term of the vacant office of that Director.

51. The Board shall have power at any time, and from time to time, to appoint any Member as a Director to fill a casual vacancy in the membership of the Directors who are of the elected category under Article 34 hereof. Any Director so appointed shall hold office only until the next following annual general meeting, and shall be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

52. The Foundation may by special resolution remove any Director before the expiration of his period of office notwithstanding anything in the Articles or in any agreement between the Foundation and such Director. If the Director so removed is of the elected category under Article 34 hereof, the Members may by ordinary resolution appoint another Member in his stead. The person so appointed shall hold office only until the next following annual general meeting, and shall then be eligible for re-election. If the Director so removed is of the appointed category under Article 34 hereof, the Management Committee may appoint another person in his stead as a Director. The person so appointed shall hold office only for the residue of the term of the vacant office of that Director.

Proceedings of the Board

53. The Board may meet together for the dispatch of business, adjourn or otherwise regulate its meetings as it thinks fit. Questions arising at any meeting of the Board shall be decided by the majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote. A Director may, and the Honorary Secretary on the requisition of a Director shall, at any time summon a meeting of the Board.

54. The quorum for the transaction of the business of the Board may be fixed by the Board, and unless so fixed shall be five Directors present in person.

55. The continuing Directors may act notwithstanding any vacancy in the Board, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles as the necessary quorum for a meeting of the Board, the continuing Directors may act for the purpose of increasing the number of Directors to that number, or of summoning a general meeting of the Foundation or of admitting persons to membership of the Foundation, but for no other purpose. If there shall be no Director able or willing to act, then notwithstanding anything herein contained to the contrary, any two Directors may summon a general meeting of the Foundation for the purpose of electing Directors who are of the elected category under Article 34 hereof.

56. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to him personally, in writing or by word of mouth, or sent to him by e-mail, fax or post at his last known address or any other address given by him to the Foundation for this purpose. A Director may consent to short notice of and may waive notice of any meeting of the Board and any such waiver may be retrospective. A Director who is absent abroad shall not be entitled to notice of a meeting of the Board.

57. If at any meeting of the Board a quorum is not present within half an hour from the time appointed, another meeting shall be convened within the next 7 days. If at such meeting a quorum is not present within an hour from the time appointed for the meeting, the Directors present in person shall be a quorum.

58. The Board may delegate any of its powers to committees consisting of such person or persons as it thinks fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the members present in person may choose one of their number to be chairman of the meeting. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present in person, and in the case of an equality of votes the chairman shall have a second or casting vote.

59. All acts done by any meeting of the Board or of a committee, or by any person acting as a member thereof, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person 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 a member of any committee.

60. A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened, held and constituted. Such resolution in writing may consist of several documents, each signed by one or more Directors. A written notification of confirmation of such resolution in

writing sent by a Director shall be deemed to be his signature to such resolution in writing for the purposes of this Article.

Bye-Laws

61. (a) The Board may from time to time make, add to, alter or repeal any Bye-laws as it may deem necessary or expedient or convenient for the efficient running of the Foundation and for the regulation of the Foundation, its members, officers, servants and agents provided that no Bye-laws shall be inconsistent with the Ordinance and the Articles.

(b) All Bye-laws made by the Board and any alteration, suspension or rescission thereof shall be entered in a book to be kept by the Honorary Secretary for that purpose, and such book shall be open at all reasonable times to the inspection of all Members and shall be presented at annual general meetings.

(c) The Bye-laws or any part thereof may be set aside in a general meeting properly convened under the Articles for such purpose by a special resolution of the Members present in person.

The Seal

62. The Board shall provide for the safe custody of the Seal, which shall only be used by the authority of a resolution of the Board, and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Honorary Secretary or by a second Director or by some other person appointed by the Board for the purpose.

Accounts

63. The Board shall cause proper books of account to be kept with respect to:

(a) all sums of money received and expended by the Foundation and the matters in respect of which such receipt and expenditure takes place;

(b) all sales and purchases by the Foundation; and

(c) the assets and liabilities of the Foundation.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Foundation and to explain its transactions.

64. The books of account shall be kept at the registered office of the Foundation, or, subject to the Ordinance, at such other place or places as the Board thinks fit and shall always be open to the inspection of the Directors.

65. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Foundation or any of them shall be open to the inspection of Members not being Directors and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Foundation except as conferred by statute or authorised by the Board or by the Foundation in general meeting.

66. The Board shall from time to time in accordance with the provisions of the Ordinance cause to be prepared and to be laid before the Foundation in general meeting such income and expenditure accounts, balance sheets and reports as are referred to in those provisions.

67. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Foundation in general meeting, together with a copy of the report of the Auditors, shall not less than 14 days before the date of the meeting be sent to all persons entitled to receive notice of general meetings of the Foundation.

Auditors

68. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Ordinance.

Notices

69. A notice may be given by the Foundation to any Member either personally or by sending it by prepaid post to him to the address, if any, within Hong Kong supplied by him to the Foundation for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the expiration of 24 hours after the letter containing the same is posted.

70. As regards those Members who have no registered place of address in Hong Kong, a notice addressed to them and posted up in the registered office of the Foundation shall be deemed to be well served on them at the expiration of 24 hours after it is so posted up.

71. Any summons, notice, order or other document required to be sent to or served upon the Foundation, or upon any officer of the Foundation, may be sent or served by leaving the same or sending it through the post in a prepaid letter, envelope or wrapper, addressed to the Foundation or to such officer at the registered office of the Foundation.

72. The signature to any notice to be given by the Foundation may be written or printed.

73. In reckoning the period for any notice given under the Articles, the day on which notice is served, or deemed to be served, and the day of which such notice is given shall be excluded.

Indemnity

74. Subject to the provisions of Section 468 of the Ordinance, if any prosecution, action or suit at law be commenced against any Director or any officer, servant or agent of the Foundation for anything done by him or them in the proper or reasonable discharge of their duties, such person or persons shall be defended and indemnified by and at the cost of the Foundation from all damages, costs and expenses which may be incidental to or result from such prosecution, action or suit at law and the property and funds of the Foundation may be applied for such purpose as may be directed by the Board from time to time, provided, however, that none of such funds shall be applied either directly or indirectly in payment of the whole or part of any fine or penalty imposed upon any person by sentence or order of a Court of Justice.

Winding-Up

75. Clauses 7 and 8 of Part A of the Articles relating to the winding up and dissolution of the Foundation shall have effect and be observed as if the provisions thereof were repeated in the Articles and herein set out at length.

Signing of Cheques etc.

76. All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for monies paid to the Foundation, shall be made, signed, drawn, accepted and endorsed or otherwise executed jointly by any two Directors as the Board may from time to time designate for the purpose.

Names, Addresses and Descriptions of Signatories	
(sd. TSUI Tsan Sang, Louis) 1. TSUI Tsan Sang, Louis (徐贊生) 4th Floor, 139 Ma Tau Chung Road, Kowloon, Hong Kong. Diocesan Bishop	(sd. LAI Kam Cheung, Michael) 2. LAI Kam Cheung, Michael (賴錦璋) 9th Floor, 85 Stone Nullah Lane, Wan Chai, Hong Kong. Welfare Administrator
(sd. LEE Yui Bor) 3. LEE Yui Bor (李銳波) Flat D, 6th Floor, Glory Heights, 52 Lyttelton Road, Hong Kong. Company Director	(sd. Ross ROYDEN) 4. Ross ROYDEN Christ Church Vicarage, 2 Derby Road, Kowloon Tong, Kowloon, Hong Kong. Clergyman
(sd. Chan Hin Cheung) 5. Chan Hin Cheung (陳衍昌) 7th Floor, 135 Ma Tau Chung Road, Kowloon, Hong Kong. Christian Minister	(sd. Dr. CHAN See Ming Peter) 6. Dr. CHAN See Ming Peter (陳思明) Flat A, 30th Floor, Tower One, The Belcher's, 89 Pokfulam Road, Hong Kong. Dental Surgeon

Dated the 28th day of July 2010.

WITNESS to the above signatures:

(sd. CHOW Siu Ngor)
CHOW Siu Ngor
Solicitor, Hong Kong
Special Administrative Region,
King & Wood,
Suite 908, 9th Floor,
Hutchison House,
10 Harcourt Road,
Central,
Hong Kong.
Ref: 214878/SN/mw

Names, Addresses and Descriptions of Signatories	
(sd. SHEA Tak Shun) 7. SHEA Tak Shun (佘德信) Flat B, 6th Floor, Ilford Court, Perth Garden, 5 Perth Street, Homantin, Kowloon, Hong Kong. Pastor	(sd. TSIK Chung Hong Joseph) 8. TSIK Chung Hong Joseph (植頌匡) Flat 1, 14th Floor, Block A, Dragon Court, No.6 Dragon Terrace, Tin Hau, Hong Kong. Social Work Officer
(sd. WONG Kwok Chun) 9. WONG Kwok Chun (黃國俊) Flat 2A, Marden Wing, St. John's College, The University of Hong Kong, 82 Pokfulam Road, Hong Kong. Associate Professor	(sd. KWOK Chi Kay Peter) 10. KWOK Chi Kay Peter (郭始基) 2C Oxford Road, Kowloon, Hong Kong. School Principal
(sd. WONG Fung Ling Jessica) 11. WONG Fung Ling Jessica (黃鳳玲) 7th Floor, 176 Prince Edward Road West, Kowloon, Hong Kong. Supply Chain Manager	(sd. LEE Yuen Cheung John) 12. LEE Yuen Cheung John (利源昌) Flat B, 4th Floor, Block 9,Wonderland Villas, 9 Wah King Hill Road, Kwai Chung, New Territories, Hong Kong. Retired

Dated the 28th day of July 2010.

WITNESS to the above signatures:

(sd. CHOW Siu Ngor)
CHOW Siu Ngor
Solicitor, Hong Kong
Special Administrative Region,
King & Wood,
Suite 908, 9th Floor,
Hutchison House,
10 Harcourt Road,
Central,
Hong Kong.
Ref: 214878/SN/mw