

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

**THE UNIVERSITY OF WARWICK AND THE HONG
KONG POLYTECHNIC UNIVERSITY MANUFACTURING
ALUMNI ASSOCIATION LIMITED**

英國華威大學及香港理工大學製造工程系舊生會有限公司

*(As amended by Special Resolutions on 9 June 2000, 28 November 2002,
9 July 2004 and 23 July 2005)*

Incorporated on 2 February 1998

[Full version not filed with Company Registrar]

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee and not having a share capital

MEMORANDUM OF ASSOCIATION

THE UNIVERSITY OF WARWICK AND THE HONG KONG POLYTECHNIC
UNIVERSITY MANUFACTURING ALUMNI ASSOCIATION LIMITED
(英國華威大學及香港理工大學製造工程系舊生會有限公司)

1. The name of the Company is "THE UNIVERSITY OF WARWICK AND THE HONG KONG POLYTECHNIC UNIVERSITY MANUFACTURING ALUMNI ASSOCIATION LIMITED (英國華威大學及香港理工大學製造工程系舊生會有限公司) (hereinafter called the "Association").
(As amended by Special Resolution on 9 June 2000 and 28 November 2002)
2. The Registered Office of the Association will be situated in Hong Kong.
3. The objects for which the Association is established are:
 - (a) To cooperate with and promote the best interests of graduates from Integrated Engineering Business Management Program, Integrated Graduate Development Scheme jointly organized by The University of Warwick and The Hong Kong Polytechnic University and the graduates of the Warwick Manufacturing Group of The University of Warwick.
(As amended by Special Resolution on 9 July 2004 and 23 July 2005)
 - (b) To stimulate discussion of current business, economic, education and social problems.
 - (c) To expand personal acquaintance among the Members of the Association and to promote business and social relationship among its Members.
 - (d) To receive any or all kinds of donations, gifts for anyone or more of the objects of the Association.
 - (e) To print and publish any newspapers, periodicals, journals, books or leaflets that the Association may think desirable for the promotion of its objects.

(f) To do all such other lawful things as are incidental or conducive to the attainment of the above objects.

(g) To contribute to the development of the Integrated Engineering Business Management Program, Integrated Graduate Development Scheme, The Hong Kong Polytechnic University, Warwick Manufacturing Group of The University of Warwick, and general well-being of the community at large.

(As added by Special Resolution on 23 July 2005)

4. The Association shall be a non-profit making association. The income and property of the Association whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth herein; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit to the Members of the Association.

Provided that nothing herein shall prevent the payment in good faith, of remuneration to any officers or servants of the Association, or to any Member of the Association in return for any services actually rendered to the Association nor prevent the payment of interest at a reasonable rate, or reasonable and proper rent for premises demised or let by any Member to the Association; but so that no Member of the Executive Committee of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any Member of the Executive Committee except repayment of out-of-pocket expenses and interests at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association provided that the provision last aforesaid shall not apply to any payment to any Company of which a Member of the Executive Committee may be a Member in which such Member shall not hold more than one-hundredth part of the capital, and such Member shall not be bound to account for any share of profits he may receive in respect of such payment.

5. The liability of the Members is limited.
6. Every Member of the Association undertakes to contribute to the assets of the Association, in the event of its being wound up during the time he is a Member or within one year afterwards, for payment of the debts, and liabilities of the Association contracted before he ceases to be a Member, and the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding the sum of ten dollars.

WE, the several persons, whose names, addresses and descriptions are hereto subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association :-

Names, Addresses and Descriptions of Subscribers
PAU KWOK PING (包國平) 17A Fa Po Street, Yat Yat Chuen Garden, Yat Yat Chuen, Kowloon. Company Director
NG TAT LUN (伍達倫) 16/F., Kwong Sang Hong Centre, 151-153 Hoi Bun Road, Kwun Tong, Kowloon Company Director

Dated the 12th day of January, 1998

WITNESS to the above signatures:-

LAM FAI TAK (林輝德)
Solicitor,
Bernard Wong & Co.
1101-6 Takshing House
20 Des Voeus Road C.,
Hong Kong

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee and not having a share capital

ARTICLES OF ASSOCIATION OF
THE UNIVERSITY OF WARWICK AND THE HONG KONG POLYTECHNIC
UNIVERSITY MANUFACTURING ALUMNI ASSOCIATION LIMITED
(英國華威大學及香港理工大學製造工程系舊生會有限公司)

Preliminary

1. In these Articles:

"The Ordinance" means the Companies Ordinance, (Chapter 32)

"The Association" means THE UNIVERSITY OF WARWICK AND THE HONG KONG POLYTECHNIC UNIVERSITY MANUFACTURING ALUMNI ASSOCIATION LIMITED (英國華威大學及香港理工大學製造工程系舊生會有限公司)

(As amended by Special Resolution on 9 June 2000, 28 November 2002 and 9 July 2004)

"Executive Committee" means the Executive Committee of the Association.

"IEBMP" means Integrated Engineering Business Management Program jointly organized by The University of Warwick and The Hong Kong Polytechnic University. It includes Integrated Graduate Development Scheme, Integrated Manager Development Scheme and Engineering Doctorate.

(As added by Special Resolution on 23 July 2005)

"Member" is either a life member or ordinary member of the Association.

(As added by Special Resolution on 23 July 2005)

"Seal" means the common seal of the Association

"Month" means calendar month.

"Day" means calendar day.
(As added by Special Resolution on 23 July 2005)

"In Writing" or "Written" means and includes printed, lithographed, typewritten, represented or reproduced in any manner in a visible form. When any provision of the Ordinance is referred to the reference is to such provision as modified by any Ordinance for the time being in force. Unless the context otherwise requires, expressions defined in the Ordinance or any statutory modification thereof in force at the date which these Articles become binding on the Association, shall have the meaning so defined.

Members

2. The number of the Members with which the Association proposes to be registered is 5,000, but the Executive Committee may from time to time register an increase of Members. The subscribers to the Memorandum of Association shall be the first Members of the Association.
3. Graduates from IEBMP and graduates of Warwick Manufacturing Group of The University of Warwick are eligible to be admitted as Members of the Association on payment of prescribed membership fee as set out in follows:
 - (a) Life Member – a one-off membership fee as shall be determined from time to time by the Executive Committee;
 - (b) Ordinary Member – an annual membership fee as shall be determined from time to time by the Executive Committee. The annual membership fee should be paid in advance on or before the 1st day of January of each year.
(As amended by Special Resolution on 9 July 2004 and 23 July 2005)
- 3A. A candidate shall be deemed to have registered for admission to the Association when he has completed the prescribed form and the Executive Committee has approved it.
(As added by Special Resolution on 23 July 2005)
- 3B. Any Member can withdraw his membership by giving a written notice to the Executive Committee.
(As added by Special Resolution on 23 July 2005)
- 3C. Students and graduates from IEBMP and graduates of Warwick Manufacturing Group of The University of Warwick can apply to be an Associate of the Association. An Associate has no voting right at General Meetings of the Association, as well as having no right to elect nor eligible to be elected as Executive Committee member. An Associate is exempted from membership fee. The Executive Committee may disapprove or refuse such application at its discretion. The status of Associate shall be subject to annual review by the

Executive Committee. The decision of the Executive Committee is final.
(As added by Special Resolution on 23 July 2005)

- 3D Any Associate who has been imprisoned for a criminal offence or who has committed acts that caused unfavourable effect to the interests of the Association shall be expelled from the Association. Written notice of decision of Executive Committee shall be sent to the latest known address of the Associate concerned by registered post.
(As added by Special Resolution on 23 July 2005)
- 3E Any Associate can withdraw his status by giving a written notice to the Executive Committee.
(As added by Special Resolution on 23 July 2005)
- 3F Membership fee collected is non-refundable.
(As added by Special Resolution on 23 July 2005)
4. Respectful persons may be invited by the Executive Committee to be Honorary Presidents, Honorary Advisors or Honorary Members of the Association.
(As amended by Special Resolution on 9 July 2004)
5. The Executive Committee shall determine the amount and period for collection of membership fee. Such period as determined by the Executive Committee could be any future period.
(As amended by Special Resolution on 9 July 2004 and 23 July 2005)
6. Any Member whose dues are three months in arrears or has been imprisoned for a criminal offence or who has committed acts that caused unfavourable effect to the interests of the Association shall be considered for the expulsion of the membership status by the Executive Committee. Written notification of any decision of the Executive Committee shall be sent to the latest known address of the Member concerned by registered post.
(As amended by Special Resolution on 23 July 2005)
7. The Members, including the Executive Committee, are not authorized to borrow or raise any money in the name of the Association.

General Meetings

8. The vote of a General Meeting shall be the highest authority in all matters affecting the Association as a whole.
9. The composition of the General Meeting shall consist of all Members of the Association.

10. An Annual General Meeting shall be held once in every calendar year at such time (not being more than fifteen months or less than nine months after the holding of the last preceding Annual General Meeting) and place as may be prescribed by the Association in General Meeting.
(As amended by Special Resolution on 9 July 2004)
11. All General Meetings other than Annual General Meeting shall be called Extraordinary General Meetings.
(As amended by Special Resolution on 23 July 2005)
12. The Executive Committee may, whenever they think fit, convene an Extraordinary General Meeting; or on the requisition from one third of the registered Members, an Extraordinary General Meetings shall also be convened.
(As amended by Special Resolution on 9 July 2004 and 23 July 2005)

Notice of General Meetings

13. Notice of a General Meeting shall be circulated to all the Members under the most updated correspondence record at least three weeks before the meeting in writing. The notice shall specify the place, the date, the hour and the general nature of the business to be discussed in the General Meeting.
(As amended by Special Resolution on 9 July 2004)
14. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member shall not invalidate the proceedings at any meeting.

Proceedings at General Meetings

15. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the ordinary report of the Executive Committee and auditors, the election of Executive Committee and other officers in the place of those retiring and the fixing of the remuneration of the auditors.
16. 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. Unless otherwise determined by ordinary resolution of the Members of the Association from time to time, ten Members present in person or by proxy shall be a quorum, such quorum to be maintained or the meeting be adjourned.
(As amended by Special Resolution on 9 July 2004 and 23 July 2005)
17. If within half an hour from time to time appointed for the meeting a quorum is not present, the meeting shall be adjourned. The adjourned General Meeting shall be held within the following 10 days, and if quorum is not present within half an hour

from time to time appointed for the adjourned meeting, the Members present shall be a quorum.

(As amended by Special Resolution on 23 July 2005)

18. The President of the Executive Committee shall preside as Chairman at General Meeting of the Association.
19. If there is no such Chairman or if at any meeting the Chairman is not present within fifteen minutes after the time appointed for holding the meeting or if he shall have previously notified the Association of his intention of not being present, one of the Members of the Executive Committee shall preside, or if no Member of the Executive Committee be present or willing to take the chair, the Members present who are entitled to vote shall choose one of their Members to preside as chairman.
20. 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. When a meeting is adjourned for ten days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
21. 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 by at least 15 Members present in person or by proxy entitled to vote and unless a poll is demanded, a declaration by the Chairman of the General Meeting 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 of the proceedings of the Association, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
22. All resolutions shall be carried out by simple majority of the Members or votes present in the meeting except the modification of the Memorandum and Articles of Association and the request of dissolution of the Executive Committee before the normal session which shall demand at least two thirds of the Members or votes present in the meeting.
23. 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.
24. 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.

(As amended by Special Resolution on 9 July 2004)

Votes of Members

25. Every Member shall be entitled one vote at General Meetings PROVIDED THAT no person other than a Member of the Association shall be entitled to vote at General meetings unless such person, being an Honorary President or an Honorary Advisor or an Honorary Member of the Association, is also a graduate of Warwick Manufacturing Group of The University of Warwick or a graduate from IEBMP.
(As amended by Special Resolution on 9 July 2004 and 23 July 2005)
26. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, shall have no vote.
27. On a poll votes may be given either personally or by proxy.
28. The instrument appointing a proxy shall be in writing under the hands of the appointor or of his attorney duly authorised in writing.
29. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of authority shall be deposited at the registered office of the Association not less than twenty-four hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, and in default, the instrument of proxy shall not be treated as valid.
30. An instrument appointing a proxy may be in the form which the Executive Committee shall approve.
31. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

Directors

32. All Members of the Executive Committee are Directors of the Association. The first Directors (or Members of the Executive Committee) shall be appointed by the subscribers to the Memorandum and Articles of Association of the Association.
33. No person shall be eligible to become a Director unless he is a Member. The Association shall maintain, as soon as practicable after the incorporation of the Association and at all times, the Executive Committee Members pursuant to Article 36 below who shall all be Directors of the Association.
34. No salary, remuneration or allowance shall be paid to the Directors as such but they

shall be paid all expenses properly incurred by them in connection with the business of the Association. Clerks and servants of the Association shall be employed on such terms and paid such remuneration as the Executive Committee shall from time to time determine.

Executive Committee

35. The Executive Committee shall be the governing body of the Association and shall generally manage and conduct the affairs and business of the Association.
36. The Executive Committee shall consist of the following officers and Committee Members:
 - a) President
 - b) Vice President
 - c) Honorary Secretary
 - d) Honorary Treasurer
 - e) 4 Ordinary Committee Members

Once the Executive Committee is elected, the Executive Committee can co-opt sub-committee members by ordinary resolution in Executive Committee's meeting during the period of appointment of the Executive Committee. The sub-committee members may or may not be a Member of the Association during the period of appointment of the Executive Committee.

(As amended by Special Resolution on 9 July 2004 and 23 July 2005)

37. All members of the Executive Committee and sub-committee shall retire at the immediate following Annual General Meeting of the Association but the members of the Executive Committee shall be eligible for re-election.
(As amended by Special Resolution on 9 July 2004 and 23 July 2005)
38. In case of casual vacancy of an Executive Committee Member due to removal from office, death, resignation or sickness, the Executive Committee shall have power to appoint any Member of the Association to fill the vacancy until a new Executive Committee Member is elected by the General Meeting.
(As amended by Special Resolution on 9 July 2004)
39. Nomination to be Members of the Executive Committee shall be made open to all Members of the Association and shall be specified in the notice and the agenda of the General Meeting at which the election is made.
40. The resignation of an Executive Committee Member shall be submitted in writing

to the Executive Committee and he shall be discharged from the responsibilities for all his undertaking as an Executive Committee Member at the adoption of his resignation by the General Meeting.

41. The business of the Association shall be managed by the Executive Committee who may pay all expenses incurred in setting up and registering the Association and the Executive Committee may exercise all such powers and do all such acts and things as the Association is by its Memorandum of Association or otherwise authorised to exercise or do, and as are not by the Ordinance, or by these Articles, required to be exercised by the Association in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the Ordinance, and to such regulations not being inconsistent with the aforesaid Articles or provisions, as may be prescribed by the Association in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if that regulation had not been made.
42. The Executive Committee shall cause minutes to be made in books provided for the purpose:
 - a) of all appointments made by the Executive Committee
 - b) of the names of the Executive Committee Members present at each Executive Committee Meeting
 - c) of all resolutions and proceedings at all General and Executive Committee Meetings.
43. Every such Minutes, when so recorded and signed, shall in the absence of proof of error therein, be a correct record of an original proceeding, and shall be received in evidence without further proof.
44. The office of an Executive Committee Member shall be vacated if such Member:
 - a) holds any other office of profit under the Association, or
 - b) becomes bankrupt, or
 - c) is found lunatic or being of unsound mind, or
 - d) resigns office by notice in writing to the Association

Retirement of Executive Committee Members

45. All Executive Committee Members shall hold office for one year. The retiring Executive Committee Members shall be eligible for re-election.

Proceedings of Executive Committee

46. The Executive Committee may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes.
47. The quorum necessary for the transaction of the business may be fixed by the Executive Committee and unless so fixed, shall be at least half of the Members of the Executive Committee for the time being.
48. A resolution determined on without any meeting of the Executive Committee Members and evidenced in writing under the hands of all the Executive Committee Members shall be as valid and effectual as a resolution duly passed at a meeting of the Executive Committee.

Annual Election

49. The purpose of the Annual Election is to elect democratically the initial 8 officers of the Executive Committee Members for the next session of the Association.
(As amended by Special Resolution on 9 July 2004)
50. The Annual Election shall be held in the Annual General Meeting.
51. Both Life Member and Ordinary Member are eligible candidates.
(As amended by Special Resolution on 23 July 2005)
52. Election system
 - a) The Member of the Executive Committee shall be elected post by post.
 - b) All candidates shall be nominated by one Member and seconded by one other Member.
 - c) Voting shall be by straight ballots.
 - d) The period which nomination may be received shall be at least two weeks and such notice shall be published in advance.
 - e) Nomination in writing shall be submitted to the Executive Committee before the date set for closing of nomination.
 - f) A candidate is successful upon receiving the highest number of valid confidence votes from Members presented at the meeting.

- g) The results of the election shall be circulated to the Members of the Association within 1 month after election.
(As amended by Special Resolution on 9 July 2004)
 - h) Complaints about the Annual Election must be directed to the President of the Association in writing and supported by full details of evidence within 1 week after the announcement as provided in (g).
 - i) In case of complaints made the Executive Committee shall decide if an Extraordinary General Meeting shall be convened to adjudicate it.
53. Re-election shall be ordered by the Executive Committee within 3 weeks after the election, when a successful election in the Annual General Meeting cannot be obtained, or within 3 weeks after the Extraordinary General Meeting decided the complaints are justified.

Accounts

54. The Executive Committee shall cause proper books of account to be kept with respect to all sums of money received and expended by the Association and the matter in respect of which the receipt and expenditure takes place; and the assets and liabilities of the Association.
55. The books of account shall be kept at the registered office of the Association, or at such other place or places as the Executive Committee may think fit and shall be open to the inspection of Members and the summary presented at least once a year in the Annual General Meeting.
56. The Executive Committee shall from time to time in accordance with Section 122 of the Ordinance, cause to be prepared and to be laid before the Association in General Meeting a duly audited income and expenditure account and balance sheets as are referred to in that section.
(As amended by Special Resolution on 9 July 2004)
57. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting, together with a copy of the auditor's report, shall, not less than 21 days before the date of the meeting, be sent to all persons entitled to receive notices of General Meetings of the Association.
58. Auditors shall be appointed and their duties regulated in accordance with Sections 131, 132, 133, 140, 140A, 140B and 141 of the Ordinance.

Secretary

59. The first secretary of the Association shall be appointed by the subscribers to the Memorandum and Articles of Association and shall hold office until the first meeting of the Executive Committee.

Notices

60. Unless otherwise required by the provisions of the Companies Ordinance, all books and documents kept by the Association and all notices given by the Association may be either in the English language or in the Chinese language in written or electronic form.

(As amended by Special Resolution on 9 July 2004)

61. 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 was posted. Where a notice is sent by internet or other electronic form, service of the notice shall be deemed to be effected by properly posting the notice on the web site of the Association for 24 hours.

(As amended by Special Resolution on 9 July 2004 and 23 July 2005)

62. A Member who has no registered address within Hong Kong and has not supplied to the Association an address within Hong Kong for the giving of notices to him, shall be deemed to have received any notice which shall have been displayed at the Association and shall have remained there for the space of 24 hours, and such notice shall be deemed to have been received by such Member at the expiration of 24 hours from the time when it shall have been so first displayed.

(As amended by Special Resolution on 9 July 2004)

Others

63. By-laws may be set up by the General Meeting to supplement the Memorandum and Articles of Association for the efficient running of the Association. The by-laws of the Association may be amended with the concurrence of two third of the Members present in General Meeting.

Names, Addresses and Descriptions of Subscribers

PAU KWOK PING (包國平)

17A Fa Po Street,
Yat Yat Chuen Garden,
Yat Yat Chuen,
Kowloon.
Company Director

NG TAT LUN (伍達倫)

16/F., Kwong Sang Hong Centre,
151-153 Hoi Bun Road,
Kwun Tong,
Kowloon
Company Director

Dated the 12th day of January, 1998

WITNESS to the above signatures:-

LAM FAI TAK (林輝德)
Solicitor,
Bernard Wong & Co.
1101-6 Takshing House
20 Des Voeus Road C.,
Hong Kong