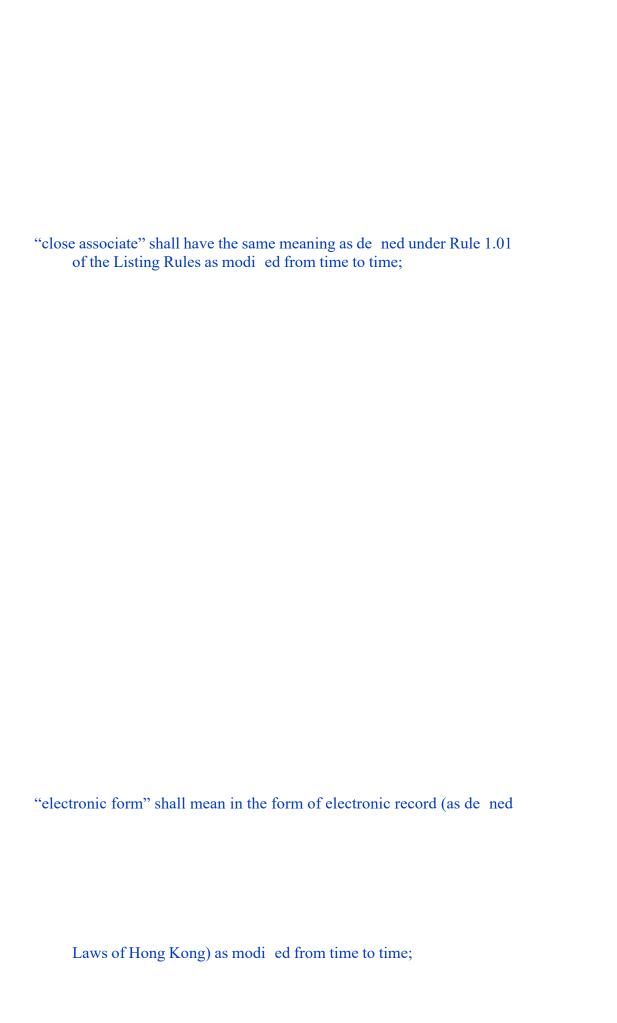
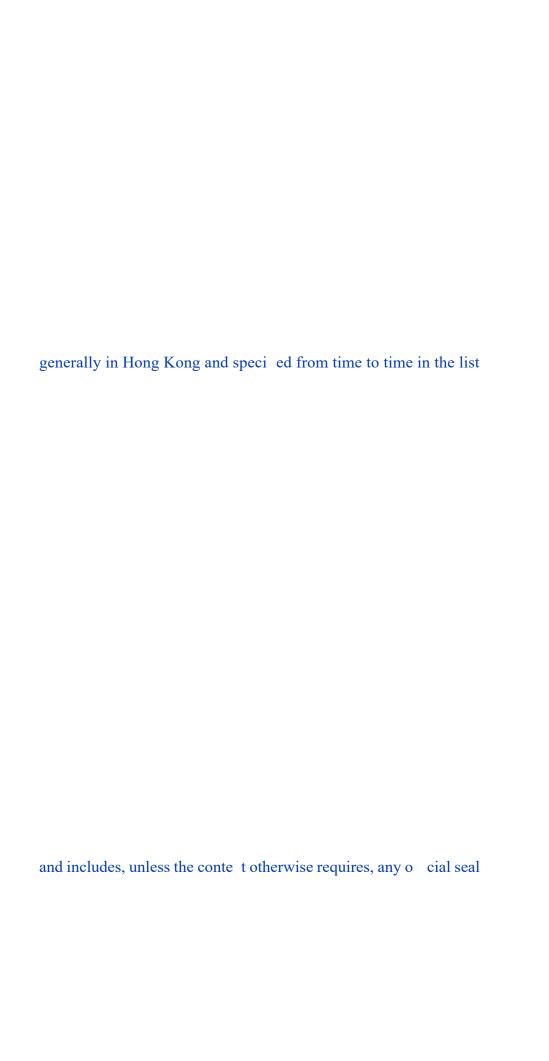
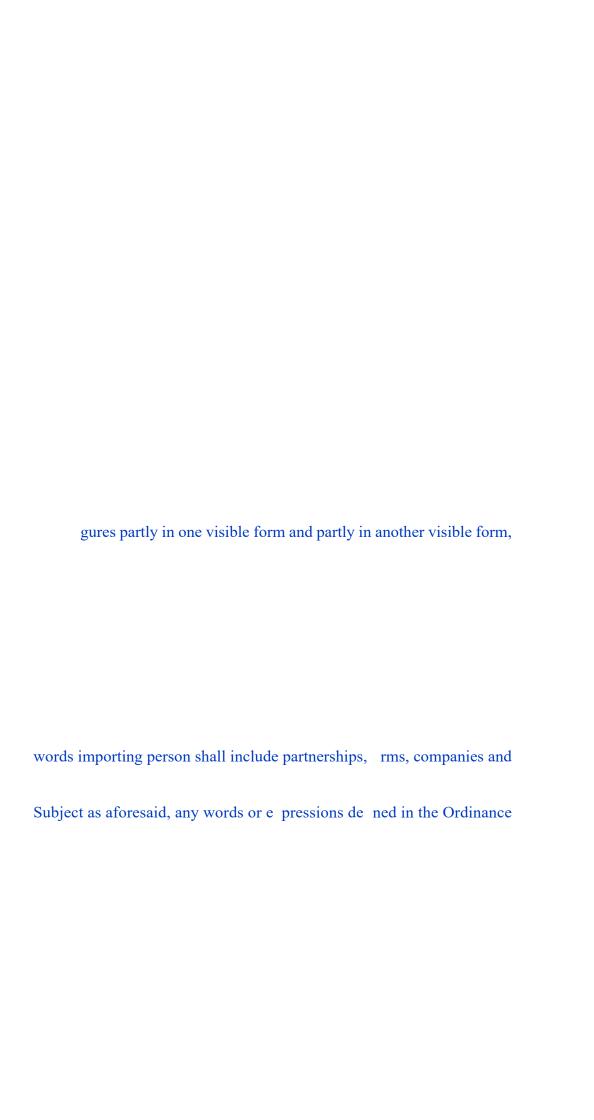
(銀建	國際控股集團有限	艮公司)	
		-	
		-	

(As adopted by Special Resolution passed on 22 June 2022)
(銀建國際控股集團有限公司)
as modi ed from time to time;
Lange Ciller and Manager and the state of th
Law of Hong Kong) as modi ed from time to time;







## 銀建國際控股集團有限公司

### **Registered Office**

4. The registered o ce of the Company will situate in Hong Kong. Registered o ce.

# **Share Capital and Modification of Rights**

speci c provision, as the Board may determine), and any preference share may	
divided into di erent classes of shares as the Company may from time to time	modi ed.

(b) If at any time the share capital is divided into di erent classes
of the issued shares of that class (if the capital is divided into di erent classes
holders of the shares of the class (if the capital is divided into di erent classes
as if each group of charge of the class discountly treated formed a separate class
as if each group of shares of the class di erently treated formed a separate class

			1
nance	S	hare	buv-

provision of security or otherwise, nancial assistance for the purpose of or in

o ered to e isting

absolute discretion think t.	
absolute discretion think t.	
absolute discretion think t.	
or the provision of any plant which cannot be made pro table for a lengthened	

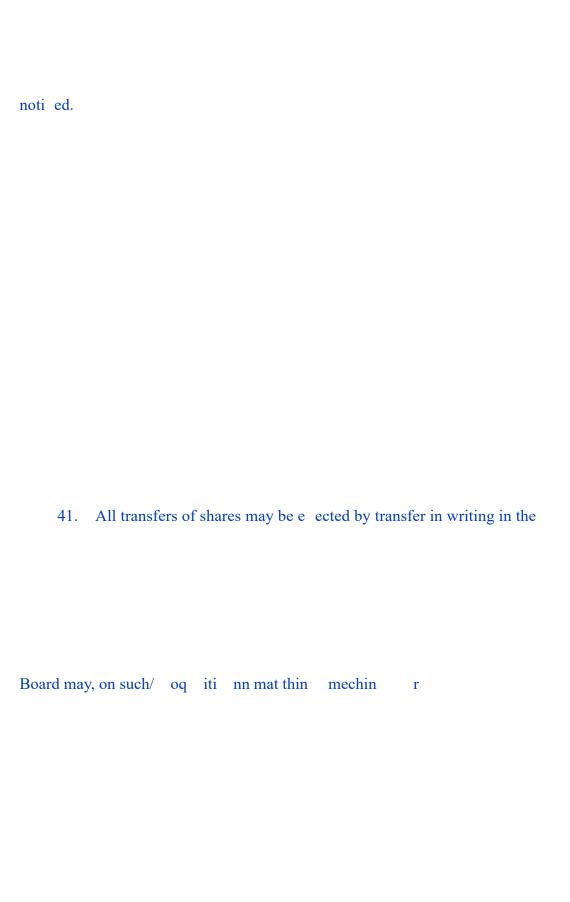
## **Register of Members and Share Certificates**

the Board thinks t.		
	Share certi	cates.
certi cate after the rst or such lesser sum as the Board shall from time to time determine, such number of certi cates for shares in stock e change board lots		
determine, such number of certificates for shares in stock elleringe source for		
certi cates to one of several joint holders shall be su cient delivery to all such	Share certi	cates to
o cial seal may be a ed to any such certicates by some mechanical means or printed on such certicates.		
22. Every share certicate hereafter issued shall specify the number and at any time the share capital of the Company is divided into dicerent classes of shares, every share certicate shall comply with Section 179 of the Ordinance.	be speci ed certi cate.	l in
A share certi cate shall relate to only one class of shares.		

24. If a share certicate is defaced, lost or destroyed, it may be replaced	share certi cates.
to publication of notices, evidence and indemnity as the Board thinks t and in the case of wearing out or defacement, after delivery up of the old certicate. In the case of destruction or loss, the person to whom such replacement certicate	
regards the loss of share certi cate, compliance for replacement certi cate shall	
25. The Company shall have a rst and paramount lien on every share	

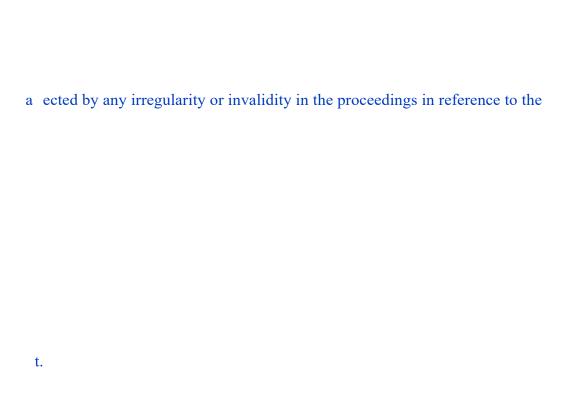


time ed for call.



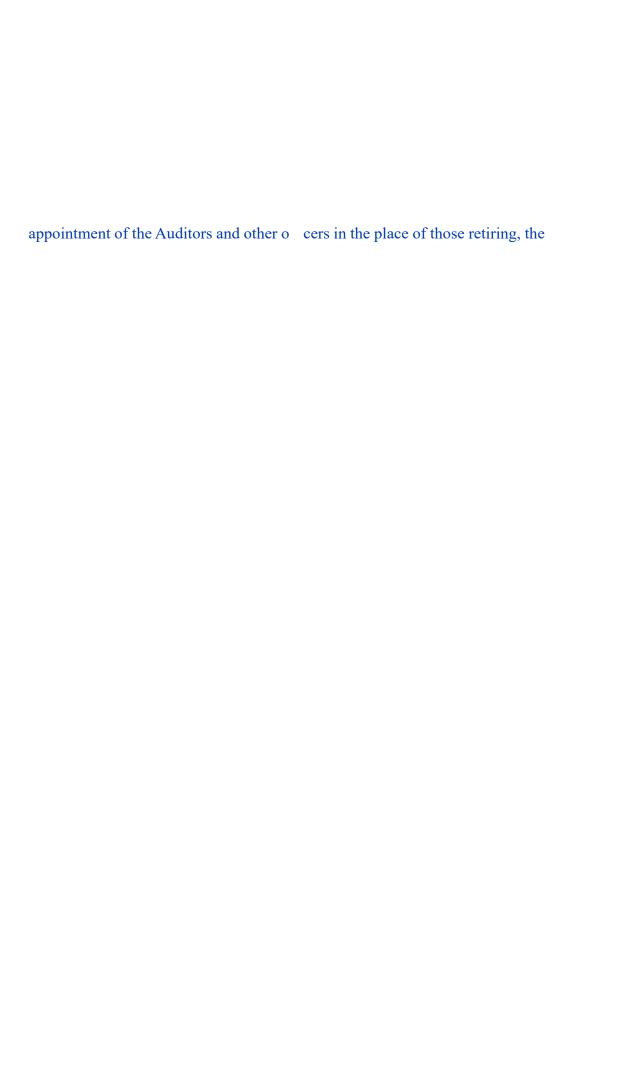
and if any of the shares included in the certi cate so given up shall be retained

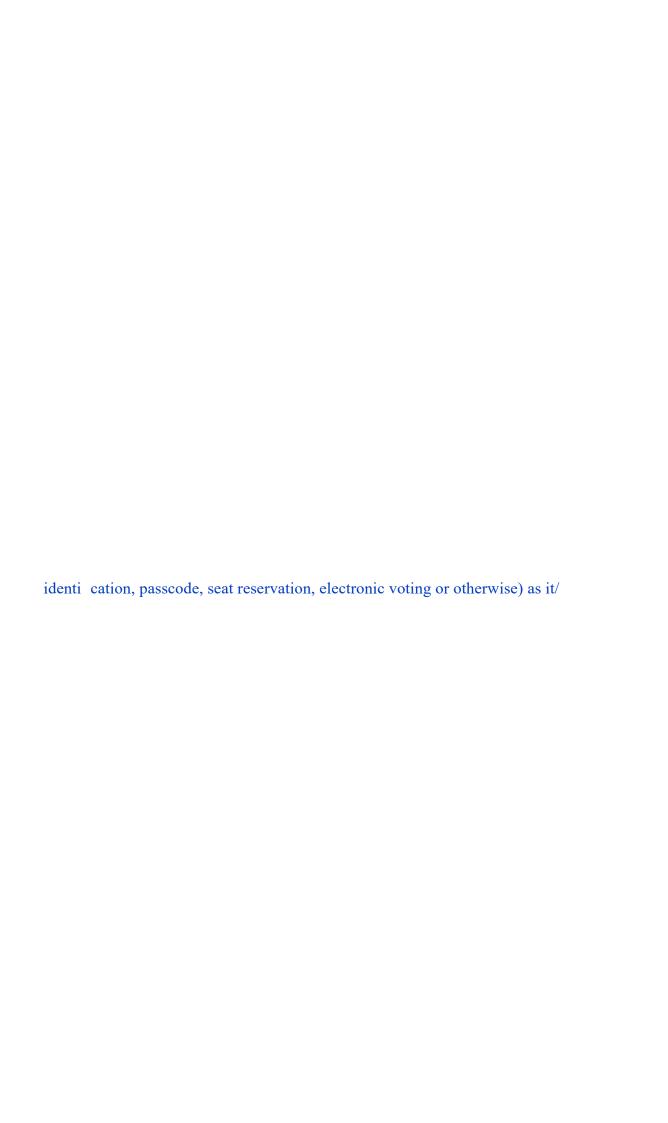
# thinks t. it thinks t, and without any deduction or allowance for the value of the shares, is payable thereon at a ed time which is subsequent to the date of forfeiture period between the said ed time and the date of actual payment.



becomes payable at a call duly made and noti	ed time as if the same had been payable by virtue of a ed.
f	for the Company's bene t;

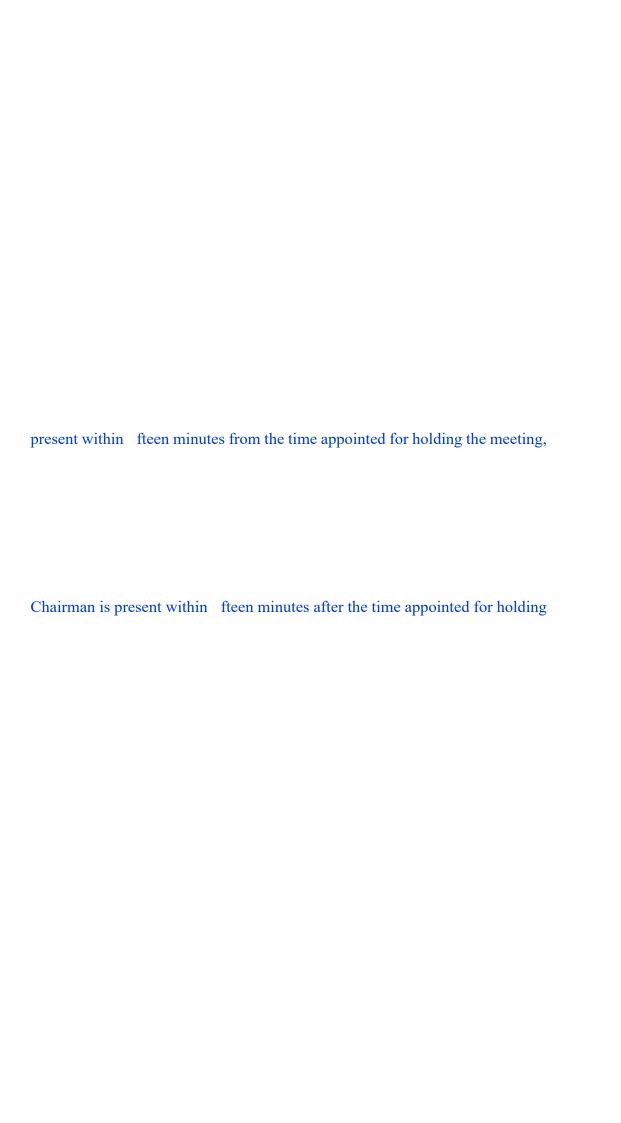
held, subject to these Articles, at such time and place as it thinks t.	

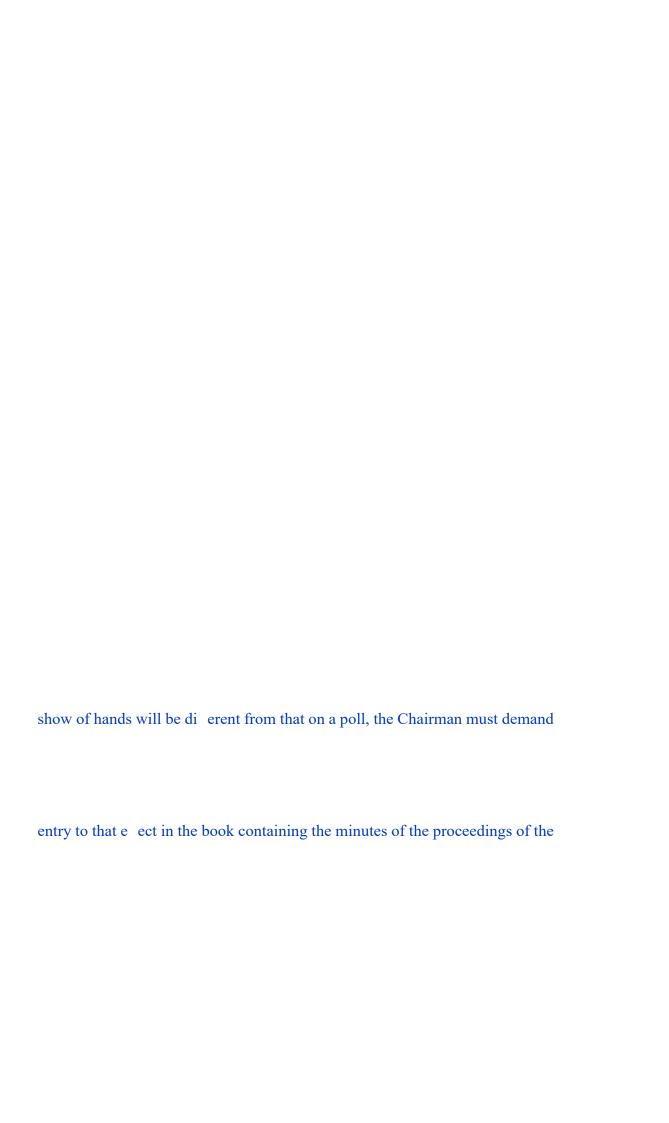




	70A or are otherwise not su cient to allow the meeting to be
Article shall be	nal and conclusive and a person who refuses to comply with









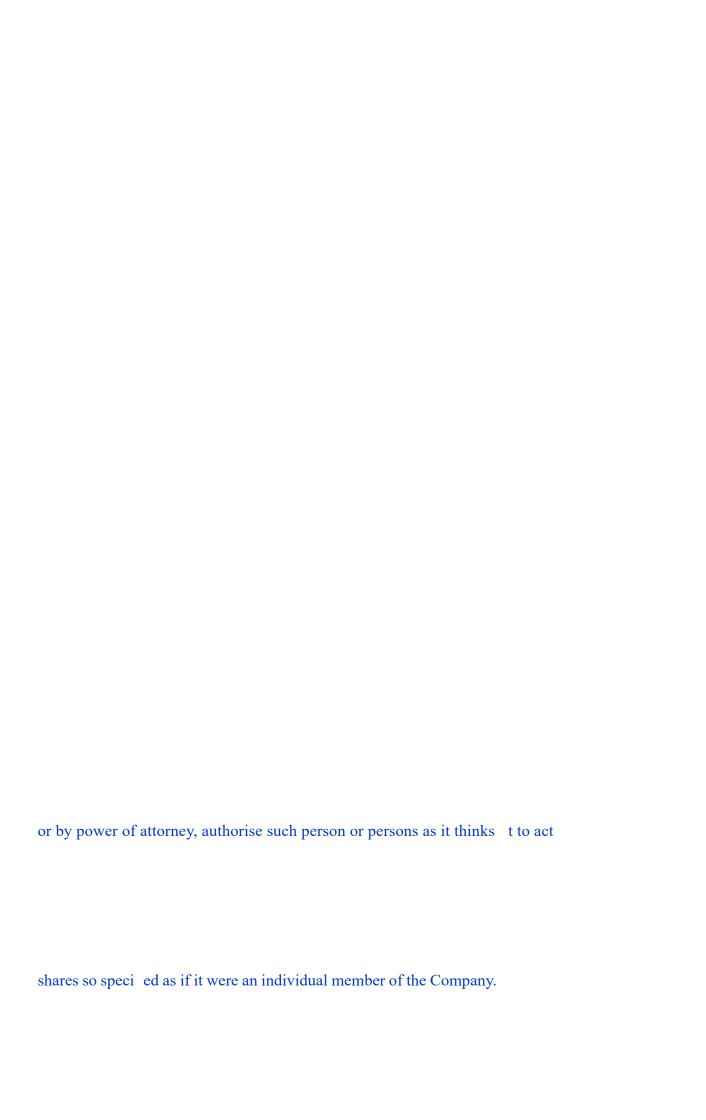
curator bonis bonis	curator curator bonis	
have been deposited at the registered o	ce of the Company not less than forty-	
		Quali

cation for

referred to the Chairman, whose decision shall be nal and conclusive.

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

hereafter provided and subject to any other limitations or conditions speci ed
purposes and, if so, the Company may provide di erent electronic addresses or electronic means of submission for di erent purposes. The Company may also



## **Registered Office**

91. The registered o c	e of the Company shall be at such place in Hong	Registered O ce.
appoint any person as a Directo	or either to ll a casual vacancy or as an addition	Board may 11
vacate such o ce, or if his appo	ointer ceases to be a Director.	
as e ective as the signature of	his appointor. To such e tent as the Board may	
	mutatis mutandis	

mutatis mutandis		
	No quali	cation
which he has held o ce. The foregoing provisions shall not apply to a Director		
participation in pro ts or otherwise as may be arranged.		
ed by the Board and may be by way of salary, commission, or participation bene ts (including pension and/or gratuity and/or other bene ts on retirement)		

his o ce.

registered o ce he resigns his o ce.

- (vii) If, having been appointed to an o ce under Article 115
- (viii) If he shall be removed from o ce under Article 108.

the Company (e cept that of Auditor) in conjunction with his o ce of Director

payment of remuneration to the directors or o cers of such other company.
o ce or place of pro t with the Company or any other company in which the
Directors to o ces or places of pro t with the Company or any other company
Article, no Director or proposed or intending Director shall be disquali ed by this o ce from contracting with the Company, either with regard to his tenure
Company of the members for any remuneration, pro t or other bene ts realised o ce or of the duciary relationship thereby established.

## e ect that:—

interest as a member, o cer, employee or otherwise in a body corporate or rm speci ed in the notice (including

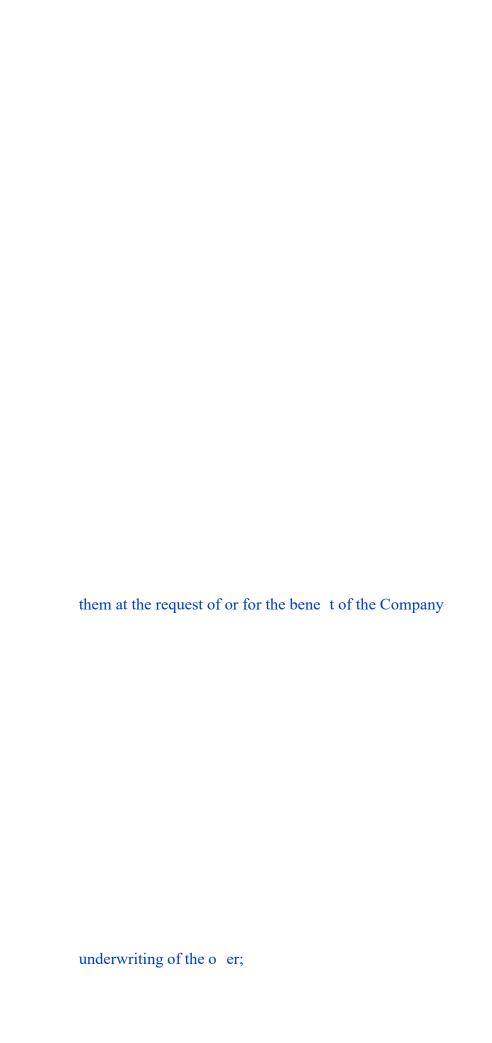
notice be entered into with that speci ed body corporate or rm; or

than a body corporate or rm) (including any connected

entered into with that speci ed person,

associate) in the speci ed body corporate or rm;

speci ed person; and



his associate(s)) may bene t.

shall have the same meaning as de ned in Rule 1.01 of

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

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

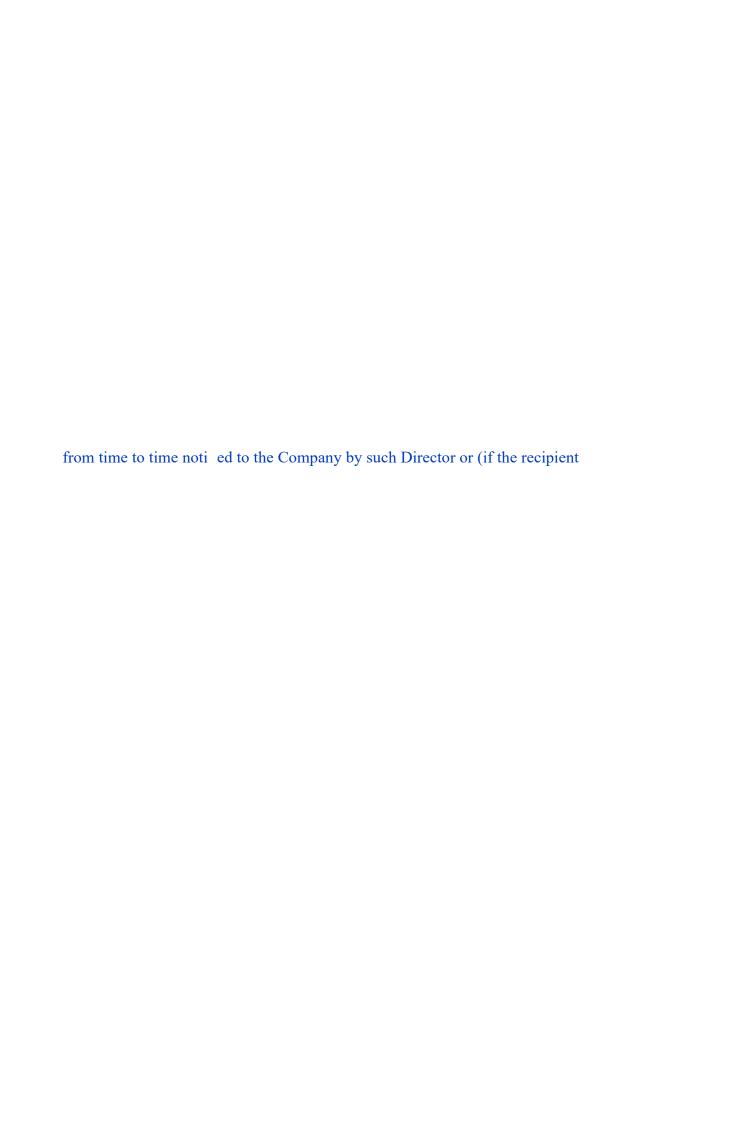
stead. Any person so elected shall hold o ce for such time only as the Director

Managing Director or other E ecutive Director and/or such other o ce in the terms as it thinks t and upon such terms as to remuneration as it may decide in

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

*ipso facto*hold such o ce if he ceases to hold the o ce of Director for any cause.

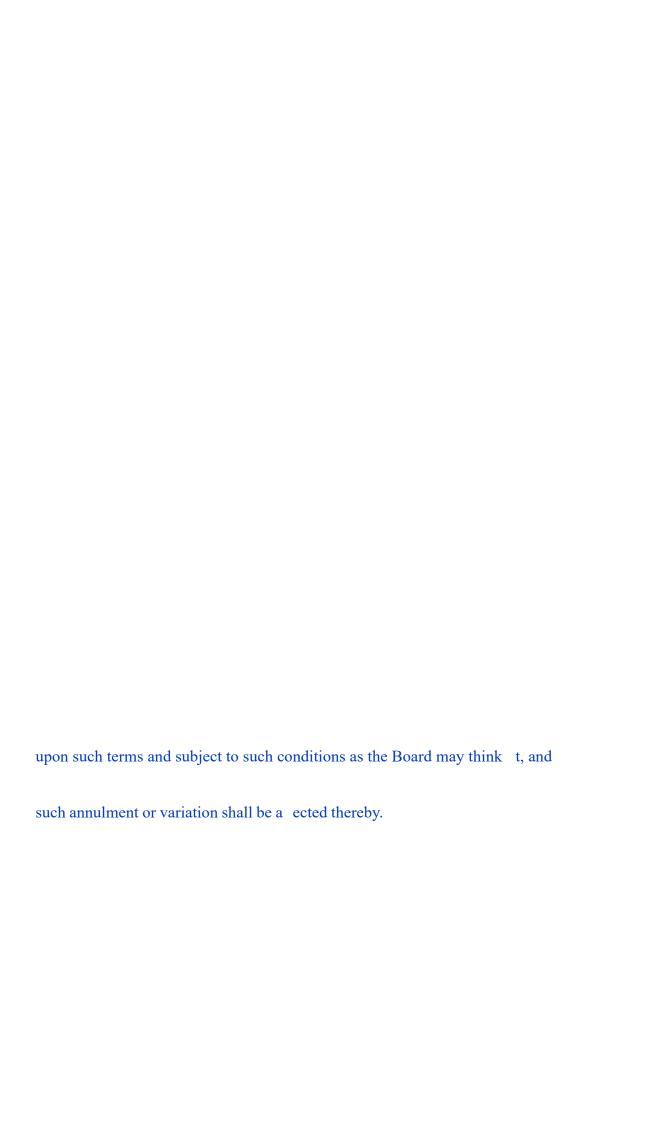
the general pro ts of the Company either in addition to		
participation in the pro ts of the Company or by a combination of two or more of these modes and pay the working e penses of any of the sta of the general	T. 6	
upon him or them all or any of the powers of the Directors as it may think t.	Tenure of o	ce and
in all respects as the Board may in its absolute discretion thinks t, including a		
period for which each of them is to hold o ce. The Chairman of the Board or,		
within ve minutes after the time appointed for holding the same, the Directors		



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

	(i)	all appoir	ntments o	fo ce	rs made b	y the Board	i;	
by virtue of his	o ce,	be deemed	d a Direct	or or b	e entitled	to any remu	ıneration	
there is no assis	tant oi	r deputy S	ecretary c	capable	of acting	, by or to a	ny o ce	r

satis ed by its being done by or to the same person acting both as Director and		
restrictions as to the manner in which the seal may be a ed as the Board may		
o cer or other person and no mechanical reproduction thereof shall be required	O ci	ial seal.
deemed to include any such o cial seal as aforesaid.		



any time Directors or o	cers of the Company or of any	such other company as
for the bene t of or to ac	vance the interests and well-bo	eing of the Company or
bene t any such donation	, gratuity, pension, allowance	or emolument.

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

the bene t shall accrue to the Company rather than to the members concerned.

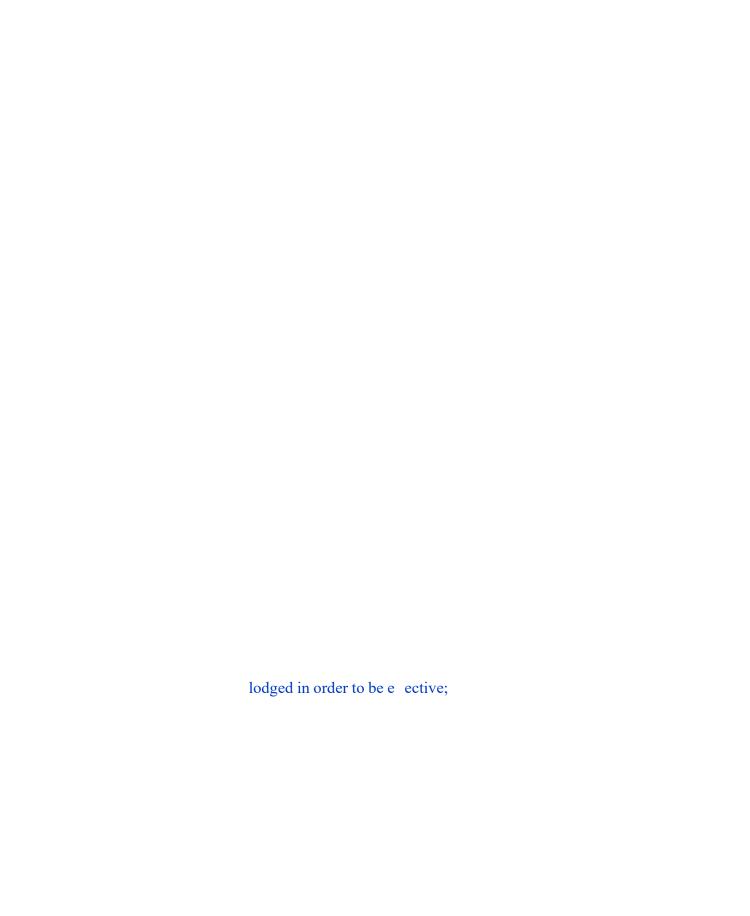
## bona fide

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

that such dividend be satis ed wholly or in part by the distribution of specic comore of such ways, and where any diculty arises in regard to the distribution issue fractional certicates, disregard fractional entitlements or round the same

dividend, and such appointment shall be e ective.

lodged in order to be e ective;



rounded up or down or whereby the bene t of fractional entitlements accrues to
may be satis ed wholly in the form of an allotment of shares credited as fully paid without o ering any right to shareholders to elect to receive such dividend
allotment of shares or the circulation of an o er of such right of election would
of the pro ts of the Company such sums as it thinks t as a reserve or reserves capital or for equalising dividends or for any other purpose to which the pro ts
the same to reserve carry forward any pro ts which it may think prudent not to



	inter se	
mutatis mutandis		

the rst occasion on which such a cheque or warrant is returned undelivered.

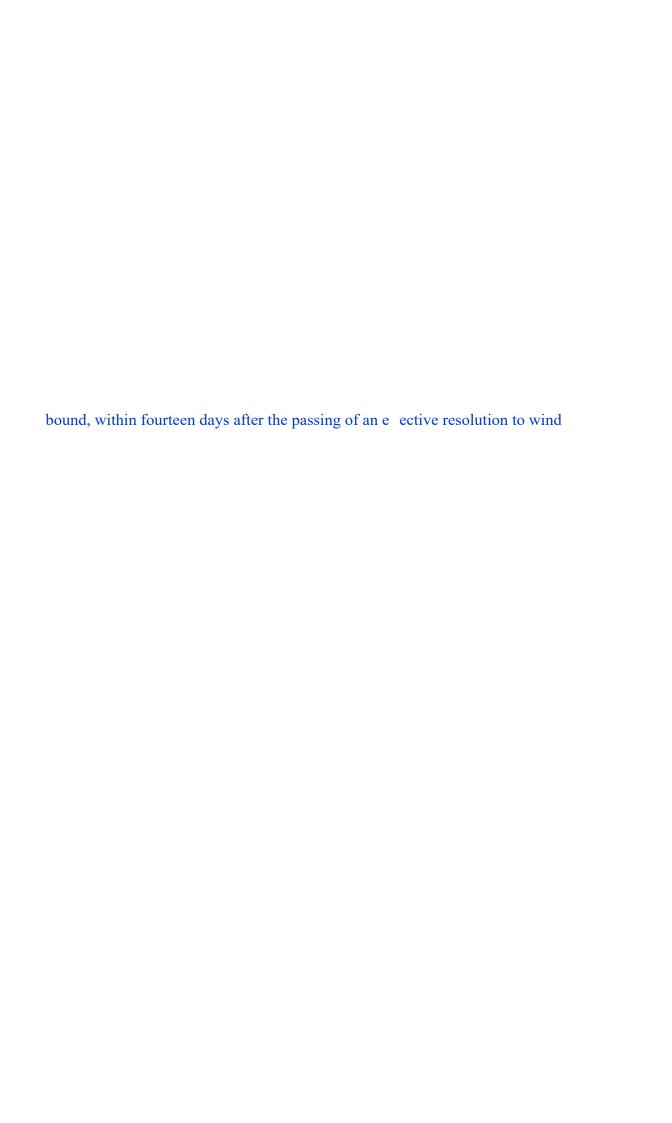
	Annual	nancial
reporting documents and/or the summary nancial report (as the case may be)		
may delegate the ing of such remunerations to the Board.		

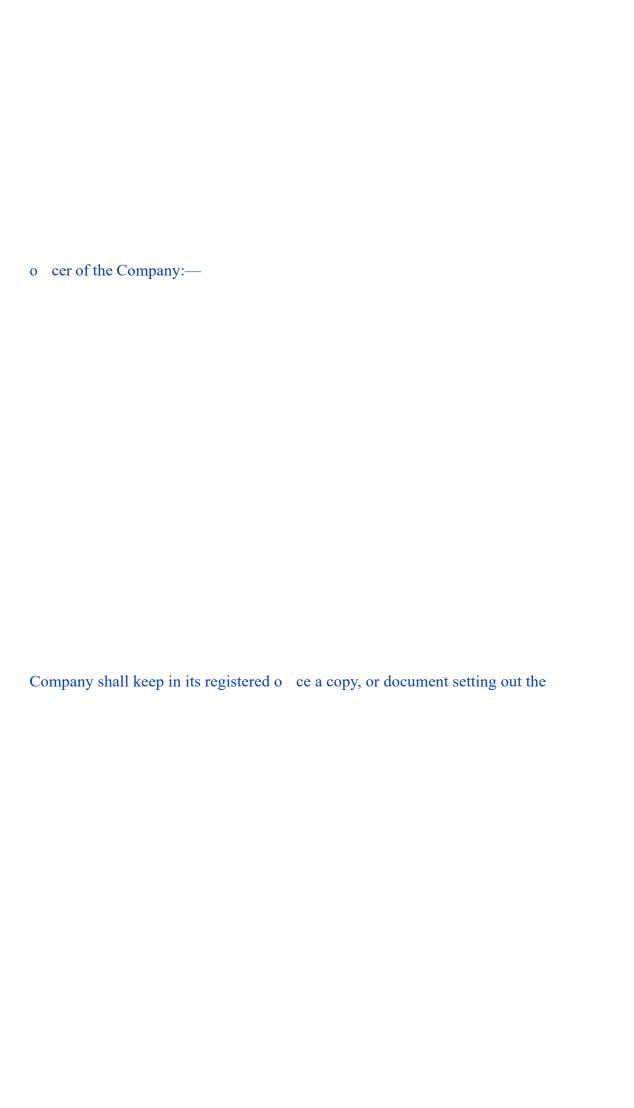
169.	Every set of	nancial statement audited by the Company's Auditors	be deemed	nally





Board for the purpose shall have power to authenticate any documents a ecting
records, documents and accounts are elsewhere than at the registered o ce, the local manager or other o cer of the Company having the custody thereof shall





張楠昌	
施家駿	
王祖民	

(Note: The names and other particulars of subscribers and related content appearing on this page originally formed part of the Memorandum of Association of the Company before Part 3 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) came into effect on 3rd March, 2014, and are now reproduced here for reference only)