

(銀建國際控股集團有限公司)

(As adopted by Special Resolution passed on 22 June 2022)

(銀建國際控股集團有限公司)

as modified from time to time;

Law of Hong Kong) as modified from time to time;

“close associate” shall have the same meaning as defined under Rule 1.01 of the Listing Rules as modified from time to time;

“electronic form” shall mean in the form of electronic record (as defined

Laws of Hong Kong) as modified from time to time;

generally in Hong Kong and speci ed from time to time in the list

and includes, unless the conte t otherwise requires, any o cial seal

gures partly in one visible form and partly in another visible form,

words importing person shall include partnerships, firms, companies and

Subject as aforesaid, any words or expressions defined in the Ordinance

銀建國際控股集團有限公司

Registered Office

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

Share Capital and Modification of Rights

specific provision, as the Board may determine), and any preference share may

divided into different classes of shares as the Company may from time to time
modified.

(b) If at any time the share capital is divided into different classes

of the issued shares of that class (if the capital is divided into different classes

holders of the shares of the class (if the capital is divided into different classes

as if each group of shares of the class differently treated formed a separate class

nance share buy-

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

o ered to e isting

absolute discretion think t.

or the provision of any plant which cannot be made profitable for a lengthened

Register of Members and Share Certificates

the Board thinks fit.

Share certificates.

certificate after the first or such lesser sum as the Board shall from time to time determine, such number of certificates for shares in stock exchange board lots

certificates to one of several joint holders shall be sufficient delivery to all such

Share certificates to

official seal may be affixed to any such certificates by some mechanical means or printed on such certificates.

22. Every share certificate hereafter issued shall specify the number and

be specified in
certificate.

at any time the share capital of the Company is divided into different classes of shares, every share certificate shall comply with Section 179 of the Ordinance. A share certificate shall relate to only one class of shares.

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

share certificates.

to publication of notices, evidence and indemnity as the Board thinks fit and in the case of wearing out or defacement, after delivery up of the old certificate. In the case of destruction or loss, the person to whom such replacement certificate

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

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

at ed times. A call may be made payable either in one sum or by instalments.

time ed for call.

notified.

41. All transfers of shares may be effected by transfer in writing in the

Board may, on such/ oq iti nn mat thin mechin r

and if any of the shares included in the certificate 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.

a fected by any irregularity or invalidity in the proceedings in reference to the

t.

becomes payable at a fixed time as if the same had been payable by virtue of a call duly made and notified.

for the Company's benefit;

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

appointment of the Auditors and other officers in the place of those retiring, the

identi cation, passcode, seat reservation, electronic voting or otherwise) as it/

70A or are otherwise not sufficient to allow the meeting to be

Article shall be final and conclusive and a person who refuses to comply with

prejudice to Article 73, unless already specified in the original

present within fifteen minutes from the time appointed for holding the meeting,

Chairman is present within fifteen minutes after the time appointed for holding

show of hands will be different from that on a poll, the Chairman must demand

entry to that effect in the book containing the minutes of the proceedings of the

Chairman shall determine the same, and such determination shall be final and

curator bonis
bonis

curator
curator bonis

have been deposited at the registered office of the Company not less than forty-

Qualification for

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

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

hereafter provided and subject to any other limitations or conditions specified

purposes and, if so, the Company may provide different electronic addresses or electronic means of submission for different purposes. The Company may also

or by power of attorney, authorise such person or persons as it thinks fit to act

shares so specified as if it were an individual member of the Company.

Registered Office

91. The registered office of the Company shall be at such place in Hong Kong as the Board may from time to time determine. Registered Office.

Board may fill
appoint any person as a Director either to fill a casual vacancy or as an addition

vacate such office, or if his appointer ceases to be a Director.

as effective as the signature of his appointor. To such extent as the Board may

mutatis mutandis

mutatis mutandis

No qualification

which he has held office. The foregoing provisions shall not apply to a Director

participation in profits or otherwise as may be arranged.

ed by the Board and may be by way of salary, commission, or participation
benefits (including pension and/or gratuity and/or other benefits on retirement)

100. (a) A Director shall vacate his office:—

When office of

his office.

registered office he resigns his office.

(vii) If, having been appointed to an office under Article 115

(viii) If he shall be removed from office under Article 108.

the Company (except that of Auditor) in conjunction with his office of Director

payment of remuneration to the directors or officers of such other company.

office or place of profit with the Company or any other company in which the

Directors to offices or places of profit with the Company or any other company

Article, no Director or proposed or intending Director shall be disqualified by this office from contracting with the Company, either with regard to his tenure

Company of the members for any remuneration, profit or other benefits realised
office or of the fiduciary relationship thereby established.

effect that:—

interest as a member, officer, employee or otherwise in a body corporate or firm specified in the notice (including

notice be entered into with that specified body corporate or firm; or

than a body corporate or firm) (including any connected

entered into with that specified person,

associate) in the specified body corporate or firm;

specified person; and

them at the request of or for the benefit of the Company

underwriting of the offer;

his associate(s)) may benefit.

shall have the same meaning as defined in Rule 1.01 of

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

period of office notwithstanding anything in these Articles or in any agreement

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

Managing Director or other Executive Director and/or such other office in the terms as it thinks fit and upon such terms as to remuneration as it may decide in

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

hold such office if he ceases to hold the office of Director for any cause.
ipso facto

the general profits of the Company either in addition to

participation in the profits of the Company or by a combination of two or more of these modes and pay the working expenses of any of the staff of the general

Tenure of office and

upon him or them all or any of the powers of the Directors as it may think fit.

in all respects as the Board may in its absolute discretion think fit, including a

period for which each of them is to hold office. The Chairman of the Board or,

within five minutes after the time appointed for holding the same, the Directors

from time to time notified to the Company by such Director or (if the recipient

consisting of such member or members of its body as the Board thinks fit, and

effect as acts of the

bona fide

be as valid and effectual as if it had been passed at a meeting of the Board duly

- (i) all appointments of officers made by the Board;

by virtue of his office, be deemed a Director or be entitled to any remuneration.

there is no assistant or deputy Secretary capable of acting, by or to any officer

satisfied 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 affixed as the Board may

Official seal.

officer or other person and no mechanical reproduction thereof shall be required

deemed to include any such official seal as aforesaid.

upon such terms and subject to such conditions as the Board may think fit, and

such annulment or variation shall be affected thereby.

any time Directors or officers of the Company or of any such other company as

for the benefit of or to advance the interests and well-being of the Company or

benefit any such donation, gratuity, pension, allowance or emolument.

the purpose of giving effect to any resolution under this Article, the Board may think fit, and in particular, may determine that cash payments shall be made to the benefit 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 fixed rate if the Board is of the opinion that the profits justify the payment.

that such dividend be satisfied wholly or in part by the distribution of specific

more of such ways, and where any difficulty arises in regard to the distribution

issue fractional certificates, disregard fractional entitlements or round the same

dividend, and such appointment shall be effective.

lodged in order to be effective;

lodged in order to be effective;

rounded up or down or whereby the benefit of fractional entitlements accrues to

may be satisfied wholly in the form of an allotment of shares credited as fully paid without offering any right to shareholders to elect to receive such dividend

allotment of shares or the circulation of an offer of such right of election would

of the profits of the Company such sums as it thinks fit as a reserve or reserves

capital or for equalising dividends or for any other purpose to which the profits

the same to reserve carry forward any profits which it may think prudent not to

arranged between the Company and the member, be set off against the call.

Effect of transfer.

any one of such persons may give effectual receipts for any dividends, interim

that one whose name stands first in the register in respect of the joint holding or

benefit of the Company until claimed and the Company shall not be constituted

inter se

mutatis mutandis

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

Annual financial

reporting documents and/or the summary financial report (as the case may be)

may delegate the fixing of such remunerations to the Board.

169. Every set of financial statement audited by the Company's Auditors

be deemed finally

so given shall be sufficient notice to all the joint holders.

which it shall have been first so displayed.

of: (i) the time when the notice, document or publication is first made available

served on the day on which the advertisement is first published; and

Board for the purpose shall have power to authenticate any documents affecting

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

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

o cer of the Company:—

Company shall keep in its registered o ce a copy, or document setting out the

<p>張楠昌</p> <p>施家駿</p> <p>王祖民</p>	

(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)