

Company No. 48192

THE COMPANIES ORDINANCE
(CHAPTER 622)

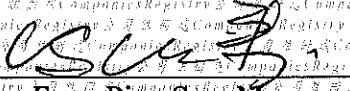
SPECIAL RESOLUTION
OF

HONGKONG & MACAU LIONS FOUNDATION
(港澳獅子基金)

Passed on the 17th day of June, 2015.

I, Fung Ping Sau, Mercury, the Chairman and a Director of the above-named Foundation hereby certify that following special resolution was duly passed pursuant to the Companies Ordinance by the members at an Extraordinary General Meeting of the above-named Foundation on the 17th day of June, 2015 as a special resolution:

“THAT the Memorandum and Articles of Association of the Foundation be and are hereby amended by deletion in entirety and substitution by the new Articles of Association, a copy of which is annexed hereto and certified by its Chairman, Fung Ping Sau, Mercury.”


Fung Ping Sau, Mercury
Chairman and Director

Hong Kong, 17th day of June, 2015

Presentor's Reference:
Hongkong & Macau Lions Foundation

803-7 Dominick Centre, 43-59 Queen's Road East, Hong Kong
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The Companies Ordinance (Chapter 622)

Company limited by guarantee

ARTICLES OF ASSOCIATION

OF

HONGKONG & MACAU LIONS FOUNDATION

(港澳獅子基金)

(As amended by Special Resolutions passed on 17th August 1979, 30th July

1982, 10th December 1996, 18th February 1997, 16th June 2003, 20th

September 2005, 31st March 2014 and 17th June 2015)

Incorporated the 29th day of June 1976.

Certified true copy

Mercury Fung Ping Sau
Chairman and Director

No. 48192

(COPY)

CERTIFICATE OF INCORPORATION

HEREBY CERTIFY that

HONGKONG & MACAU LIONS FOUNDATION

(港澳獅子基金)

(the word Limited being omitted by Licence granted by me under delegated powers) is this day incorporated in Hong Kong under the Companies Ordinance, and that this company is limited.

GIVEN under my hand this Twenty-ninth day of June One Thousand Nine Hundred and Seventy-six.

(Sd.) LESLIE FOO

for Registrar of Companies,
Hong Kong

THE COMPANIES ORDINANCE
(Chapter 32 of the Laws of Hong Kong, Revised Edition, 1975)

Section 21

WHEREAS His Excellency the Governor of Hong Kong has in exercise of the powers conferred on him by Section 63 of the Interpretation and General Clauses Ordinance deputed among others the person holding the office of Registrar General to exercise or perform on his behalf such powers or duties as are conferred or imposed upon him by Section 21 of the Companies Ordinance:

AND WHEREAS it has been proved to my satisfaction that HONGKONG & MACAU LIONS FOUNDATION (港澳獅子基金) which is about to be registered under the said Companies Ordinance as a company limited by guarantee, is formed for the purpose of promoting objects of the nature contemplated by Section 21 of the said Ordinance and that it is the intention of the said Foundation that the income and property of the Foundation whencesoever derived, shall be applied solely towards the promotion of the objects of the Foundation, and that no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit, to the persons who are members of the Foundation:

NOW THEREFORE PIERS JACOBS, Registrar General of Hong Kong in exercise of the said powers delegated to me as aforesaid, and in consideration of the provisions and subject to the conditions contained in the Memorandum of Association of the said Foundation as subscribed by seven members thereof on the 7th day of June, 1976, do on behalf of His Excellency the Governor by this my licence direct HONGKONG & MACAU LIONS FOUNDATION (港澳獅子基金) to be registered with limited liability without the addition of the word "Limited" to its name

GIVEN under my hand at Victoria in Hong Kong this Twenty-third day of June One Thousand Nine Hundred and Seventy-six.

(Sd/- P. JACOBS)
(P. Jacobs)
Registrar General
Hong Kong.

The Companies Ordinance (Chapter 622)

Company limited by guarantee

**ARTICLES OF ASSOCIATION
OF
HONGKONG & MACAU LIONS FOUNDATION**

(港澳獅子基金)

(As amended by Special Resolutions passed on 17th August 1979; 30th July

1982; 10th December 1996; 18th February 1997; 16th June 2003; 20th

September 2005; 31st March 2014 and 17th June, 2015).

PART A: Mandatory Articles

First - The name of the Company is "HONGKONG & MACAU LIONS FOUNDATION (港澳獅子基金)" (hereinafter called "the Foundation")

Second - The Registered Office of the Foundation will be situated in Hong Kong.

Third - The objects for which the Foundation is established are:-

(1) To accept and receive contributions, donations, devises and bequests of any movable or immovable property or funds (hereinafter collectively and severally referred to as "funds and donations")

(2) To act as custodian of funds and donations of District 303 (Hong Kong and Macao, China) (hereinafter referred to as "District 303") of the International Association of Lions Clubs.

(3) To make appropriation of funds and donations and profits therefrom if any; and where such funds and donations have been contributed by and/or through the efforts of District 303, in compliance with the resolutions of the Cabinet for the time being of District 303; Provided that all such appropriation of funds and donations and profits must be for the relief of poverty, the advancement of education and for other purposes of a charitable nature beneficial to the community, such as

(a) Benefit of and work for the Blind and Deaf, the Physically Handicapped and the Aged.

(b) Relief of Victims of a particular disaster.

(c) Setting up and maintenance of educational establishments.

(d) Provision of Scholarships for educational purposes.

(e) Relief of sickness and the establishment and maintenance of hospitals and clinics;

(f) Social welfare services.

(g) Healthy Recreation for citizens of Hong Kong.

(h) For the purposes of 3(f) and 3(g) above, provision of prizes and organized games.

In furtherance of the objects of the Foundation but not otherwise, the Foundation shall have the following powers:

(4) To take over, acquire and hold landed property for and in trust for District 303.

(5) Subject to the Fourth Clause of Part A, Mandatory Articles of these Articles of Association to hire and employ all classes of persons necessary for the purposes of the Foundation and to pay to them in return for services rendered to the Foundation reasonable and proper remuneration.

(6) To engage lawyers, barristers and attorneys to deal with, defend, compromise and resolve any actions, prosecutions and proceedings by or against the Foundation for its rights and interests.

(7) To establish, promote or assist in establishing or promoting and to subscribe to or become a member of or affiliate or amalgamate with any other bodies whose objects are similar or in part similar to those objects of the Foundation or the establishment or promotion of which may be beneficial to the Foundation.

(8) Subject to a resolution duly passed at an Annual Convention of District 303 coupled with a resolution duly passed by the Executive Committee of the Foundation, to purchase, take or lease, or in exchange hire or otherwise acquire any movable or immovable property and any rights or privileges which the Foundation shall think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Foundation.

(9) To manage, improve, maintain, demise, underlet, lease out and mortgage, charge, or otherwise all or any part of the lands, buildings, easements and properties, immovable or movable of the Foundation for the purpose of the Foundation.

(10) Subject to a resolution duly passed at an Annual Convention of District 303 coupled with a resolution duly passed by the Executive Committee of the Foundation, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of

the Foundation as may be thought expedient with a view to the promotion of its objects.

(11) To open and operate banking account or accounts with any bank or banks for the purposes of the Foundation for such purposes, to make, give, accept, indorse, transfer, discount and negotiate bills of exchange, promissory notes, cheques or other similar instruments.

(12) To promote international understanding and co-operation and to organize and/or participate in projects of international youth exchange for educational purposes. Provided that the appropriation of funds and donations, and profits, if any, for these purposes shall be applied solely for charitable purposes and are not expended substantially outside Hong Kong.

AND PROVIDED ALSO that such appropriation shall only be made to such institution or institutions that have objects similar to objects of the Foundation including prohibition against the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Foundation under or by virtue of the Fourth Clause of Part A Mandatory Articles of these Articles of Association.

(13) Subject to a resolution duly passed at an Annual Convention of District 303 coupled with a resolution duly passed by the Executive Committee of the Foundation, to borrow or otherwise raise money with or without security and for that purpose to charge all or any part of the property of the Foundation and to guarantee or undertake the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into in any way by the Foundation and to secure the same in such manner as the Executive Committee of the Foundation shall think fit, but always subject to any condition that may be imposed by and in the said resolutions of an Annual Convention of District 303 and the Executive Committee of the Foundation as aforesaid.

(14) To raise funds for any specific charitable purpose so long as such purpose is in conformity with the objects of the Foundation and those of District 303, and for such purpose may appoint agents either to undertake such fund-raising activities or to collect or receive funds derived or raised from such purpose. Provided that the Foundation shall not carry out any activity under this clause unless in response to a resolution of the Cabinet for the time being of District 303.

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

Provided Always that

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

(ii) The objects of the Foundation shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers

Fourth- No Distribution of Profits

4.1 The income and property of the Foundation, howsoever derived, shall be applied solely towards the promotion of the objects of the Foundation as set forth in Part A. Mandatory Articles of these Articles of Association.

4.2 Subject to sub-clauses 4.4 and 4.5 below, no portion of the income and property of the Foundation shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the Members of the Foundation.

4.3 No member of the Executive Committee or of any other 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 sub-clause 4.5 below), shall be given by the Foundation to any member of the Executive Committee or any other governing body of the Foundation.

4.4 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 to any Member of the Foundation not being a member of the Executive Committee or any other governing body of the Foundation in return for any services actually rendered to the Foundation.

4.5 Nothing herein shall prevent the payment, in good faith, by the Foundation:

- to any member of the Executive Committee or any other governing body of the Foundation of out-of-pocket expenses;
- of interest on money lent by any Member of the Foundation or any member of the Executive Committee or any other governing body of the Foundation 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;
- of reasonable and proper rent for premises demised or let by any Member of the Foundation or any member of the Executive Committee or any other governing body of the Foundation;
- of remuneration or other benefit in money or money's worth to a body corporate in which a Member of the Foundation or a

member of the Executive Committee or any other governing body of the Foundation 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.

4.6 No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with subclauses 4.4 and 4.5 above.

Fifth - No addition, alteration or amendment shall be made to or in the Articles of Association of the Foundation unless such addition, alteration or amendment has been approved by District 303 and has previously been submitted to and approved by the Registrar of Companies in writing or is made under a direction given under section 104(2)(b) or 105 of the Companies Ordinance, Cap 622.

Sixth - The Fourth and Fifth Clauses of Part A: Mandatory Articles of these Articles of Association contain conditions including those on which the Foundation is granted a licence in pursuance of Section 21 of the then Companies Ordinance, Chapter 32 of the then Laws of Hong Kong.

Seventh - The liability of the Members of the Foundation is limited

Eighth - 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 has ceased to be a Member, for payment of the debts and liabilities of the Foundation contracted before 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 contributors amongst themselves, such amount as may be required, not exceeding the sum of one dollar Hong Kong currency.

Ninth - If upon the winding up of the Foundation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Foundation, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Foundation, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Foundation under or by virtue of the Fourth Clause hereof, the decision in choosing such institution or institutions to be determined by the Members of the Foundation before the time of dissolution, or in default thereof by a judge of the High Court of the Special Administrative Region of Hong Kong having jurisdiction in regard to charitable funds, and if and insofar as effect cannot be given to the aforesaid provisions then to some charitable object.

Tenth - True accounts shall be kept of the sums of money received and expended by the Foundation, and the matters in respect of which such receipt and expenditure take place and of the property, credits, and liabilities of the Foundation, and subject to any reasonable restrictions as to the time and

in manner of inspecting the same that may be imposed in accordance with the regulations of the Foundation for the time being in force, such accounts 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 shall be ascertained by one or more properly qualified Auditor or Auditors.

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

Names, Addresses and Descriptions of Subscribers:

**(Sd.) GEORGE BLOCH
(GEORGE BLOCH)
F-1/16, Villa Monte Rosa,
41A Stubbs Road
Hong Kong,
Merchant.**

**(Sd.) NELSON H LEO
(NELSON H LEO)
Tip Top Mansion, 12th Floor,
65 Sheung Shing Street,
Kowloon,
Hong Kong,
Merchant.**

**(Sd.) A B BUTT
(A. B. BUTT)
Educational Service,
205 Gloucester Bldg.,
Hong Kong,
Merchant.**

**(Sd.) RAYMOND KAN
(RAYMOND YAT KUM KAN)
24 Pottinger Street,
5th Floor,
Hong Kong,
Chartered Architect.**

Dated this 7th day of June, 1976

Witness to the above signatures

**(Sd.) Philip K. H. Wong
Solicitor
Hong Kong.**

WE, the several persons, whose names, addresses and descriptions are hereto subscribed are desirous of being formed into an association in pursuance of this Memorandum of Association.

Names, Addresses and Descriptions of Subscribers

(Sd.) JOHN POON
(JOHN POON)
c/o Shiu Tai & Co., Ltd.
820-822 Union House,
Hong Kong
Company Director.

(Sd.) T O LIU
(LIU TIEN OUNG)
314 Windsor House,
Hong Kong
Company Director.

(Sd.) PAUL LAU
(PAU LAU)
R. Corney & Co. Ltd.,
92 Tung Lo Wan Road,
Hong Kong
Company Director.

Dated this 7th day of June, 1976.

Witness to the above signatures.

(Sd.) Philip K. H. Wong
Solicitor,
Hong Kong

annual or extraordinary.

"Honorary Committee" shall mean the Honorary Committee as defined in the Constitution of District 303.

"Joint Advisory Zone Meeting" shall have the same meaning as defined in Section 2 of Article V of the Constitution of District 303.

"Special Resolution" shall have the meaning assigned thereto by Section 564 of the Ordinance.

"The Seal" shall mean the Common Seal of the Foundation.

"The Auditor" shall mean the person for the time being performing the duties of Auditor of the Foundation.

"The Registered Office" shall mean the registered office for the time being of the Foundation.

"The Register" shall mean the Register of Members to be kept pursuant to Section 627 of the Ordinance.

"In writing" and "written" shall mean and include written printed, lithographed and type-written or produced by any substitute for writing or partly written and partly produced by a substitute for writing.

Words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender shall include the feminine gender.

Where 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.

2. The Foundation is established for the objects expressed in Part A. Mandatory Articles of these Articles of Association.

Members

3. For the purpose of registration, the Foundation is declared to consist of not more than 3,000 Members.

4. The signatories (who were then designated as "Subscribers") to the original Memorandum of Association now replaced by Part A. Mandatory Articles of these Articles of Association, shall be the first Members of the Foundation.

5. The incumbent District Governor and each of the past District Governors of District 303, each of the past District office bearers of District 303, and each of the past Presidents of Lions Clubs of District 303 who is currently an Active Member in good standing of a Lions Club of District 303

shall be eligible to become a Member of the Foundation. The Committee shall have full discretion as to the admission of any person to membership.

7. It shall be the duty of each Member of the Foundation to observe and comply with the provisions of the Articles of the Foundation and to act to the best of his ability as such member in carrying out the objects of the Foundation.

8. Any Member of the Foundation shall, upon ceasing to be an Active Member in good standing of a Lions Club of District 303, have his membership of the Foundation forfeited or otherwise suspended immediately. Unless he is admitted as an Active Member in good standing in one of the Lions Clubs of District 303 within 6 months thereafter, in which event his membership in the Foundation shall be re-activated simultaneously, he shall be required to submit a new application for membership which shall be subject to the approval by the Committee as provided in Article 6 thereof.

9. Expulsion of Members.
9.1 If any Member shall wilfully refuse or neglect to comply with any provision of the Articles of Association of the Foundation, or shall be found guilty of a criminal offence and suffers a custodial sentence without suspension of three months or more being imposed on him as a result thereof, or acts or having acted in such a way as likely to be injurious to the Foundation, or shall cease to be an Active Member in good standing of a Lions Club of District 303 as the case may be, such Member shall be liable to expulsion by a resolution of three quarters of the members of the Committee holding office at the date of the resolution. Provided that at least one week before the meeting at which such resolution is to be considered he shall have the right to be given notice thereof, and of the intended resolution for his expulsion, and that he shall, at such meeting and before the passing of such resolution, be given an opportunity of giving, orally, or in writing, any explanation or defence he may think fit. A Member expelled under this Article shall forfeit all rights in and claims upon the Foundation and its property.

9.2 A Member expelled under Article 9.1 shall be entitled to appeal against such expulsion by lodging a notice of appeal setting out his grounds of appeal to the Executive Committee within 21 days of his being notified of the expulsion. Upon receipt of the notice of appeal the Executive Committee shall convene an Extraordinary General Meeting of the Foundation to be held within 42 days of its receipt of the notice of appeal for the purpose of considering, and if thought fit, confirming or reversing the expulsion decision. Notice of the Extraordinary General Meeting shall be served simultaneously upon the Member appealing against the expulsion so that he may, if he wishes, attend before the Extraordinary General Meeting and make

representations in support of his appeal

General Meetings

10. The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Foundation, and at such place, as the Committee may determine.

11. A general meeting shall be held once in every calendar year not later than 30th September of that year at such place as the Committee shall appoint.

In default of a general meeting so held, a general meeting shall be held in the month next following, and may be convened by any two Members in the same manner as nearly as possible as that in which such meetings are to be convened by the Committee.

12. Each of the above-mentioned general meetings shall be called an "Annual General Meeting"; all other general meetings shall each be called an "Extraordinary General Meeting".

13. The Committee may, whenever they think fit, convene an Extraordinary General Meeting; and an Extraordinary General Meeting shall also be convened on such requisition or in default thereof may be convened by such requisitionists as provided by Sections 566 to 568 of the Ordinance if at any time there are not within Hong Kong sufficient members of the Committee capable of acting to form a quorum, any members of the Committee or such number of Members holding not less than one tenth of the total voting rights of all the Members of the Foundation having at the said time a right to vote at general meetings of the Foundation but in any event not less than two of those Members, may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Committee.

Notice of General Meetings

14. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by 21 days' prior 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 a special resolution shall be called by 14 days' prior notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is stipulated that the meeting shall take place and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and 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 of Association of the Foundation entitled to receive such notice of general meetings 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 :-

(a) in the case of a meeting called as the annual general meeting, by all the Members entitled to attend and vote at the meeting; and

(b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights of all the Members entitled to attend and vote at that meeting.

15. 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.

16. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting, with the exception of the consideration of the financial statements and the reports of the Committee and of the Auditors, the election of members of the Committee in the place of those retiring and the appointment of and the fixing of the remuneration of the Auditors.

17. 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, save as herein otherwise provided seven Members present personally or by proxy shall be a quorum.

18. If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon 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, and if at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present shall be a sufficient quorum.

19. The Chairman of the Committee shall preside as Chairman at every general meeting of the Foundation.

20. If there be no such Chairman, or if at any meeting he shall not be present within half an hour after the time appointed for holding the meeting or is unwilling to act as Chairman, the Members present shall choose one of their number to be the Chairman for that meeting.

21. 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 takes 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.

22. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands. A declaration by the Chairman that a resolution has, on a show of hands, been carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the 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, the resolution, unless a poll is (before the declaration of the result of the show of hands) demanded by at least two Members present in person or by proxy.

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.

Votes of Members

26. Every Member shall have one vote.

27. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, whether on a show of hands or on a poll, may vote by his committee, curator bonis, or other person in the nature of a committee or curator bonis appointed by that court.

28. On a poll votes may be given either personally or by proxy.

29. The instrument appointing a proxy shall be in writing under the hand of the appointor. A proxy shall be a Member of the Foundation.

30. The instrument appointing a proxy, if any, under which it is signed or a notari ally certified copy of that power or authority shall be deposited at the registered office of the Foundation not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to attend and vote, and in default of the instrument of proxy shall not be treated as valid.

31(a) An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit or such other form which the Committee may approve:

HONGKONG & MACAU LIONS FOUNDATION
(港澳獅子基金)

I, **being a Member of HONGKONG & MACAU LIONS FOUNDATION (港澳獅子基金), hereby appoint**

or failing him,

as my proxy to vote for me and on my behalf at the Annual / Extraordinary General Meeting of the Foundation to be held

on the day of , and at any adjournment thereof

Signed this day of

(b) Where it is desired to direct the proxy to vote for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit or such other form which the Committee may approve:

HONGKONG & MACAU LIONS FOUNDATION
(港澳獅子基金)

I, **being a Member of HONGKONG & MACAU LIONS FOUNDATION (港澳獅子基金), hereby appoint**

or failing him,

as my proxy to vote for me and on my behalf at the Annual / Extraordinary General Meeting of the Foundation to be held

on the day of , and at any adjournment thereof; and I hereby direct that this form is to be used *in favour of / against the (following) resolution:

Signed this day of

*** Strike out whichever is not desired**

32. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

Management

33. The management of the affairs of the Foundation shall be vested in an Executive Committee. The Executive Committee may exercise all such powers of the Foundation as are not by the Ordinance or by these Articles required to be exercised by the Members of the Foundation in general meeting, but no resolution passed by the Foundation in general meeting shall

invalidate any prior act of the Executive Committee which would have been valid if such resolution had not been passed.

Executive Committee

34. Unless otherwise determined by the Foundation in general meeting the number of members of the Committee shall be not less than thirteen but not more than seventeen.

35. Each of the five immediate past District Governors of District 303 admitted under Articles 5 and 6 hereof shall be entitled to nominate himself as ex-officio members of the Committee: Provided that if one or more of the five immediate past District Governors shall be unable or unwilling to act then the same number of the immediate past District Governors of District 303 preceding the five immediate past District Governors admitted under Articles 5 and 6 hereof shall in turn be entitled to nominate himself or themselves as ex-officio members of the Committee. The maximum extent of each term of office of each ex-officio member of the Committee is five years. All the other Committee Members shall be elected by majority vote at the Annual General Meeting of the Foundation of each year for a term of office expiring at the conclusion of the next following Annual General Meeting.

36. Each Member of the Foundation is entitled to nominate and to second nominations of candidates (in each case up to a maximum of 15 Members) for election to the Executive Committee. Subject to Article 37, all Members of the foundation are eligible to be nominated candidates for election to the Executive Committee. Nominations shall be in writing signed by both the Member nominating and another Member who seconds the nomination and shall have been endorsed by the signature of the nominated Member signifying his consent to act if and when he is elected as such. The nomination shall be in such form as the Committee may prescribe and shall have been deposited at the registered office of the Foundation not less than seventy-two hours before the time for holding the Annual General Meeting at which the election will be held.

37. A Member of the Foundation shall be eligible to be nominated and elected to the Executive Committee only if (1) he has been a Member of the Foundation for not less than one year at the time of election, and (2) he is not currently serving in the Cabinet of District 303.

38. The Immediate Past District Governor shall be the Chairman of the Executive Committee and if he is not a Member of the Foundation or is not willing to become one or act as the Chairman, then the Past District Governor immediately preceding him shall be the Chairman. For the avoidance of doubt upon the commencement of the term of office of the District Governor of District 303 as provided in Section 5 of Article II of the Bye-Laws of District 303, the chairmanship of the current Immediate Past Governor (who will by then become a Past District Governor) in the Executive Committee shall cease and the office or chairmanship shall thereupon be passed to the new Immediate Past District Governor and at the same time the term of office of the most senior Past District Governor serving as an ex-officio member of the

Executive Committee shall expire

39. The Executive Committee shall have power and voting right to fill any casual vacancies as such may occur, and may appoint such Sub-Committees as they may deem necessary. A Committee member is entitled to vote at any general meeting in his capacity as a Member of the Foundation.

40. No salary, remuneration or allowance shall be paid to any member of the Executive Committee, but he shall be reimbursed the out-of-pocket expenses that may be reasonably incurred by him, in accordance with paragraph 4 of sub-clause 4.5 of the Fourth Clause of Part A: Mandatory Articles of these Articles of Association.

Rotation of Committee Members

41. Save as provided in Article 50, each of the elected members of the Executive Committee shall hold office until the conclusion of the next Annual General Meeting of the Foundation immediate after the Annual General Meeting in which he is elected. Any retiring member of the Committee shall be eligible for re-election

Proceedings of Executive Committee

42. The members of the Executive Committee shall hold a meeting at least once every quarter of a year for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. Unless otherwise determined in general meeting, seven members of the Committee for the time being acting shall be a quorum. A Committee member who has an interest in any matter brought up for discussion before the Executive Committee shall declare his interest and the nature and extent thereof. Such member of the Committee is to be counted in the quorum notwithstanding his interest, but shall not be entitled to vote on the matter upon which he has an interest.

43. The Chairman may at any time, and shall, upon the written request of not less than four members of the Committee, convene a meeting of the Committee.

44. In the absence of the Chairman or if at any time the Chairman is not present within fifteen minutes of the time appointed for holding the same, the members of the Committee present shall choose one of their number to be the chairman of that meeting.

45. A meeting of the members of the Committee for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the regulations of the Foundation for the time being vested in or exercisable by the Committee generally.

46. Questions arising at any meeting of the Committee shall be decided by a majority of votes present and in case of an equality of votes the Chairman

the meeting shall have a second or casting vote

47. The continuing members of the Committee may act in emergencies or for the purpose of filling vacancies notwithstanding any vacancy in their body.

48. The Executive Committee shall cause minutes to be made in books provided for the purpose.

(a) of all appointments of members of the Committee and officers made by the Executive Committee;

(b) of the names of the Executive Committee members present at each meeting of the Executive Committee and of any sub-committee of the Executive Committee;

(c) of all resolutions and proceedings at all meetings of the Foundation, the Executive Committee, and of any sub-committee of Executive Committee;

and every member present at any meeting of the Executive Committee or that of a sub-committee of the Executive Committee shall sign his name in a book to be kept for that purpose.

Sub-Committees

49. The Executive Committee may delegate in writing any of its powers to sub-committees consisting of such members of its body or other Members of the Foundation as it shall reasonably think fit, and may from time to time

revoke such delegation or revoke the appointment of any such sub-committee or any member thereof. Provided that such powers to be delegated shall not include any power to sign, draw, accept, endorse or otherwise execute any

cheque, promissory note, draft, bill of exchange, other negotiable or transferable instruments, receipts of moneys paid to the Foundation, and no delegation made hereunder shall preclude the Executive Committee from exercising or performing or resuming at any time any of the powers and duties so delegated. Any sub-committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Committee.

Disqualification of Members of the Committee

50. The office of a member of the Committee shall ipso facto be vacated if he:

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

(b) becomes prohibited from being a member of the Committee by reason of any disqualification order under Part IVA of the

Companies (Winding Up and Miscellaneous Provisions) Ordinance, Cap. 32; or

- (c) is found lunatic or becomes of unsound mind; or
(d) resigns his office by notice in writing to the Foundation given in accordance with section 464 of the Ordinance; or
(e) ceases to be a Member of the Foundation; or
(f) has been convicted of an indictable offence; or
(g) is removed from office by an ordinary resolution of a general meeting of the Foundation in accordance with sections 462 and 463 of the Ordinance; or
(h) holds any office of profit under the Foundation, is directly or indirectly interested in any contract with the Foundation and if his interest in the contract is material, fails to declare the nature of his interest in such manner as is required by sections 536, 537, 538 and 542 of the Ordinance.

The Seal

51. The Seal of the Foundation shall be in the safe custody of the Executive Committee and shall not be used except with the authority of a resolution of the Executive Committee and every instrument to which the Seal shall be affixed shall be signed by a member of the Executive Committee and countersigned by another member of the Executive Committee.

52. Every document required to be sealed with the Seal of the Foundation shall be deemed to be properly executed if sealed with the Seal of the Foundation and signed by a member of the Executive Committee and another member of the Executive Committee as the Executive Committee may from time to time by a resolution authorise for such purpose.

Authorized Signatories

53. All cheques, promissory notes, drafts or orders or other negotiable instrument issued or required to be signed, endorsed or accepted or otherwise negotiated by the Foundation shall be signed by at least 2 members of the Executive Committee as the Executive Committee may from time to time by a resolution authorise for such purpose.

54. All other contracts and instruments entered into by the Foundation in the ordinary course of business shall be signed by such person or persons as the Executive Committee may from time to time by a resolution authorise for such purpose.

Management of Funds

55. All moneys received by the Foundation shall be deposited in such bank or banks as the Executive Committee shall from time to time think fit.

56. The funds of the Foundation shall not be used for any purpose other than those specified in Part A. Mandatory Articles of the Articles of Association. Subject to the compliance of the Third Clause of Part A.

Mandatory Articles of the Articles of Association and the provisions in Article

57 hereunder, the Foundation shall comply with request for appropriation of funds by District 303 made by the District Governor thereof on its behalf.

57(a) In this Article, the exact amount of funds and donations raised by or through the efforts of the District Governor for the time being of District 303 during his tenure together with those funds and donations raised in the lionistic year (from July to June) preceding his tenure, including those raised through the Lions Walk and/or such similar District fund-raising campaign bearing a different name intended for carrying out service projects which have actually been received by the Foundation shall be called "Designated Project Fund". All other funds and donations held by the Foundation (including all interest earned, if any) shall be called "General Project Fund".

(b) Before any application for appropriation of funds by the Foundation, made by the District Governor for the time being of District 303, is approved, the applicant is required to satisfy the Foundation that the purpose of such funds is of a charitable nature and is in furtherance of the objects of the Foundation as provided in the Third Clause of Part A. Mandatory Articles of the Articles of Association of the Foundation. The Foundation, if satisfied that such requirement has been fully met, shall make appropriation accordingly, but only to the extent of the amount of the Designated Project Fund. For any application for appropriation of funds in excess of what has already been approved up to the limit of the Designated Project Fund, the applicant shall be required to obtain the prior approval in support of such application by an ordinary resolution of a Joint Advisory Zone Meeting for the time being of District 303; and, in order that such amount applied for may exceed the Designated Project Fund by a proportion of more than 20% thereof, the prior approval of a simple majority of the members of the Honorary Committee currently serving, and residing in District 303 shall also have been obtained.

(c) Any surplus left of the Designated Project Fund from year to year which has not been appropriated during the tenure of the incumbent District Governor of District 303 shall be transferred to the General Project Fund. The preceding sentence does not prevent the appropriation of funds applied for during the tenure of the incumbent District Governor but consideration of the application for appropriation takes place only after his tenure; and for the avoidance of doubt, any funds thus approved for appropriation shall fall outside the surplus mentioned in this Sub-Article (c).

Accounts

58. The Executive Committee 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 any receipt and/or expenditure takes place

(b) all sales and purchases of goods 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 Foundation's affairs and to explain its transactions.

59. The books of account shall be kept at the registered office of the Foundation or subject to relevant provisions of the Ordinance, at such other place or places as the Committee shall think fit, and shall always be open to inspection by members of the Committee.

60. The Committee shall from time to time determine 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 members of the Committee, and no Member (not being a member of the Committee) shall have any right of inspecting any account or book or document of the Foundation, except as conferred by statute or authorised by the Committee or the Foundation in general meeting.

61. The Committee shall from time to time in accordance with the requirements of the Ordinance, cause to be prepared and to be laid before the Foundation in general meeting financial statements and reports as are required by the Ordinance. The financial year of the Foundation ends on 30 June.

62. A copy of the Executive Committee's report and financial statements (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 Auditor's report shall not less than twenty-one days before the date of the meeting be sent to every Member of the Foundation and all persons entitled to receive notices of general meetings of the Foundation.

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

Notices

64. Service of a notice by the Foundation to a Member may be effected either personally or by sending it by post to him to his registered address, if any, within Hong Kong as previously supplied by him to the Foundation for the giving of notices to him. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing and posting (with postal charges duly prepaid) a letter containing the notice and shall be

deemed to have been effected at the expiration of 24 hours after the letter containing the same has been posted.

65. As regards those Members who have not reported to the Foundation any registered address in Hong Kong, a notice posted up at the registered office of the Foundation shall be deemed to be well served on them at the expiration of twenty-four hours after it is posted up.

66. Notice of every general meeting shall be given in the same manner hereinbefore authorized to every Member. No other persons shall be entitled to receive notices of general meetings.

67. Unless otherwise required by the provisions of the Ordinance, all books and documents kept by the Foundation and all notices given by the Foundation may be either in the English or the Chinese language or both.

Indemnity of Members of the Committee

68(1). A member of the Committee of the Foundation may be indemnified out of the assets of the Foundation against all and any liability incurred by him in good faith in the proper and reasonable performance or purported performance of his duties to a person other than the Foundation or an associated company of the Foundation in connection with any negligence, default breach of duty or breach of trust in relation to the Foundation or associated company (as the case may be) other than any liability which attaches to him by law in respect of any wilful and/or deliberate tortious act.

Further, he shall be indemnified from the assets of the Foundation against any liability incurred by him in defending any proceedings whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with which relief is granted to him by the Court.

(2) Sub-paragraph (1) above only applies if the indemnity will not or is not intended to cover

- (a) any liability of the member of the Committee to pay a fine imposed in criminal proceedings; or
- (b) a sum payable by way of a penalty in respect of non-compliance with any requirement of a regulatory nature; or
- (i) any liability incurred by him in defending criminal proceedings in which he is convicted;
- (ii) in defending civil proceedings brought by the Foundation, or an associated company of the Foundation, in which judgment is given against him;
- (iii) in defending civil proceedings brought on behalf of the Foundation or of an associated company of the Foundation, in which judgment is given against him;
- (iv) in defending civil proceedings brought on behalf of an associated company of the Foundation by a member of the associated company or by a member of an

1. *Company Name*: The name of the company, including any suffixes or abbreviations.
 2. *Address*: The full address of the company, including street, city, state, and zip code.
 3. *City*: The city where the company is located.
 4. *State*: The state where the company is located.
 5. *Zip*: The zip code where the company is located.
 6. *Phone*: The phone number of the company.
 7. *Fax*: The fax number of the company.
 8. *E-mail*: The email address of the company.
 9. *Website*: The website address of the company.
 10. *Industry*: The industry in which the company operates.
 11. *Business Type*: The type of business the company is in.
 12. *Year Founded*: The year the company was founded.
 13. *Number of Employees*: The number of employees the company has.
 14. *Annual Revenue*: The annual revenue of the company.
 15. *Market Share*: The market share of the company.
 16. *Competitors*: The names of the company's competitors.
 17. *Products/Services*: The products or services the company offers.
 18. *Key Personnel*: The names of the company's key personnel.
 19. *Financial Ratios*: The company's financial ratios.
 20. *Other Information*: Any other information relevant to the company.

Names, Addresses and Descriptions of Subscribers

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(GEORGE BLOCH)
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(Sd.) A. B. BUTT
(A. B. BUTT)
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Hong Kong.
Merchant.

(Sd.) RAYMOND KAN
(RAYMOND YAT KUM KAN)
44 Pottinger Street
5th Floor,
Hong Kong.
Chartered Architect.

Dated this 7th day of June 1976

Witness to the above signatures.

(Sd.) Philip K. H. Wong
Solicitor
Hong Kong.

Names, Addresses and Descriptions of Subscribers

(Sd.) JOHN POON
(JOHN POON)
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Company Director.

(Sd.) T. O. LIU
(LIU TIEN OUNG)
314 Windsor House,
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Company Director.

(Sd.) PAUL LAU
(PAUL LAU)
R. Corney & Co., Ltd,
92 Tung Lo Wan Road,
Hong Kong.
Company Director.

Dated this 7th day of June 1976.

Witness to the above signatures:

(Sd.) Philip K. H. Wong
Solicitor,
Hong Kong