

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

(as adopted by Special Resolution passed on 18 December 2019)

OF

HONG KONG LOGISTICS ASSOCIATION LIMITED

香港物流協會有限公司

Incorporated the 17th day of October, 2001

HONG KONG

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee and Not
Having a Share Capital

MEMORANDUM OF ASSOCIATION
(as amended by Special Resolution passed on 30 September 2002)

OF

HONG KONG LOGISTICS ASSOCIATION LIMITED
香港物流協會有限公司

1. The name of the Company is "HONG KONG LOGISTICS ASSOCIATION LIMITED 香港物流協會有限公司" (hereinafter called "the Association").
2. The registered office of the Association will be situated in Hong Kong.
3. The objects for which the Association is established are:
 - (1) To take over the assets and liabilities of the HONG KONG LOGISTICS ASSOCIATION (香港物資流通協會) which was established under the Societies Ordinance, Cap 151 of the Laws of Hong Kong.
 - (2) To provide a forum for persons in Hong Kong to expand and develop their understanding and skills in the practical implementation of operational and strategic aspects of logistics.
 - (3) To represent the interests of those involved in logistics, including warehousing, distribution, purchasing, marketing, sales, customer service and materials management as well as providers of services to these functions.
 - (4) To act as the representative body for professionals engaged in logistics functions, and maintaining links with local and overseas organizations having objects similar to the Association;
 - (5) To promote and provide opportunities for interaction and sharing of experience with other professionals.
 - (6) To conduct regular meetings to discuss topics and issues of interest.
 - (7) To hold or organize meetings, workshops, seminars, conferences, site visits and academic courses for the study, promotion, research and development of logistics.

- (8) To promote and protect the welfare and interests of members of the Association.
- (9) To print and publish any newspaper, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- (10) To accept and receive contributions, donations, devises and bequests of any movable or immovable property or funds for all or any of the objects of the Association.
- (11) To raise money by subscription or other lawful means for the purpose of any of the objects herein provided.
- (12) For the purposes of the Association, to hire and employ all classes of persons and to pay to them in return for services rendered to the Association reasonable and proper remuneration.
- (13) To engage lawyers, barristers and attorneys to deal with, defend, compromise and resolve any actions, prosecutions and proceedings by or against the Association for its rights and interests.
- (14) To purchase, take on lease or in exchange, hire or otherwise acquire any movable or immovable property and any rights or privileges which the Association may 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 purposes of the Association.
- (15) For the purposes of the Association, 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 Association.
- (16) For the purposes of the Association, to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.
- (17) For the purposes of the Association, to open and operate banking account or accounts with any bank or banks for such purposes, to make, give, accept, indorse, transfer, discount and negotiate bills of exchange, promissory notes, cheques or other similar instruments.
- (18) For the purposes of the Association, 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 Association 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 Association and to secure the same in such manner as the Council of the Association shall think fit.
- (19) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit.

- (20) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.
- (21) To vest any real or personal property, rights or interest acquired by or belonging to the Association in any person or company on behalf of or for the benefit of the Association.
- (22) To take, or otherwise acquire, and hold shares of any other company.
- (23) To establish, maintain, operate, manage and carry on schools and/or institution where students may obtain a sound general education and for this purpose to apply for and to accept a grant of land from the Government of Hong Kong Special Administrative Region.
- (24) To provide for the delivery and holding of lectures, exhibition, public meetings, classes and conferences, calculated directly or indirectly to advance the cause of education, whether general, professional or technical.
- (25) To establish, undertake, superintend, administer, and contribute to any benevolent fund from whence may be made donations or advances to deserving persons who may be engaged in educational pursuits, and to contribute to or otherwise assist any educational or benevolent institution or undertakings Provided that none of the funds of the Association shall be paid to any institution or undertaking which pays or transfers directly or indirectly any part of its income or property by way of dividend, bonus, or otherwise howsoever by way of profit to its members.
- (26) To establish, maintain and conduct a social club for the use of members of the Association, their families, friends, visitors and others and to operate restaurant and bars, hire bed rooms and generally to afford to such members and their families and friends all the usual privileges, advantages, conveniences and accommodation of a social club.
- (27) To carry on any other business or activity and do any act or thing which in the opinion of the Association is or may be capable of being conveniently carried on or done in connection with any of the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Association's property or assets or otherwise to advance the interests of the Association or its members.
- (28) To establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances, benefits or emoluments to, any persons who are in the employment or service of the Association, and the wives, widows, families and dependants of any such persons, and to make payments for or towards the insurance of any such persons as aforesaid.
- (29) 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 Association or the establishment or promotion of which may be beneficial to the Association.

Provided that:-

- (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association will only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
 - (ii) The objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
4. (1) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects of the Association as set out in this Memorandum of Association.
- (2) Subject to sub-clauses (3) and (4) below, no portion of the income and property of the Association shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the members of the Association.
- (3) Nothing herein shall prevent the payment, in good faith, by the Association of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association not being a member of the Council or governing body of the Association in return for any services actually rendered to the Association.
- (4) Nothing herein shall prevent the payment, in good faith, by the Association:-
- (a) to any member of its Council or governing body of out-of-pocket expenses;
 - (b) of interest on money lent by any member of the Association or its Council or governing body at a rate per year not exceeding 2% above the prime rate prescribed for the time being by The Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollar loans;
 - (c) of reasonable and proper rent for premises demised or let by any member of the Association or of its Council or governing body;
 - (d) of remuneration or other benefit in money or money's worth to a body corporate in which a member of the Association or of its Council or governing body is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.
- (5) No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with clauses (4) and (5) above.
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 while he is a member, or within one year after he ceased to be a member, for payment of the debts and liabilities of the Association 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 contributories among themselves, such amount as may be required not exceeding one hundred Hong Kong dollars.
7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, this shall not be paid to or distributed among the members of the Association; but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Association, 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 Association under or by virtue of clause 4 above, such institution or institutions to be determined by the members of the Association at or before the time of dissolution and in default thereof by a Judge of the High Court of the Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds and, if this provision cannot be effected, then to some charitable organization.
8. True accounts shall be kept of the sums of money received and expended by the Association, and the matters in respect of which such receipt and expenditure takes place and of the property, credits, and liabilities of the Association; and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being in force, shall be open to the inspection of the members. Once at least in every year, the accounts of the Association shall be examined and the correctness of the balance sheet 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 a company in pursuance of this Memorandum of Association:

Names, Addresses and Descriptions of Subscribers
<p>(Sd.) LEUNG CHI MAN (梁智敏) G5, 8th Floor, Block G, Tak Bo Gardens, 3 Ngau Tau Kok Road, Kowloon, Hong Kong Merchant</p> <p>(Sd.) IP KAI MING (葉啟明) Flat A, 2nd Floor, Block 1, Villa Athena, Ma On Shan, New Territories, Hong Kong Merchant</p> <p>(Sd.) YUE LIT FUNG OWEN (余烈鋒) 4A, Powers Court, Ville De Cascade, 2-4 Lai Wo Lane, Fo Tan, New Territories, Hong Kong Merchant</p>

Dated the 12th day of June, 2001.
WITNESS to the above signatures:

(Sd.) Chung Pui-lam
Solicitor, Hong Kong SAR
Chung & Kwan Solicitors
Rooms 1601-1606, 16th Floor,
Aetna Tower,
308-320 Des Voeux Road Central,
Hong Kong.

THE COMPANIES ORDINANCE (CHAPTER 622)

Company Limited by Guarantee and Not
Having a Share Capital

NEW ARTICLES OF ASSOCIATION
(as adopted by Special Resolution passed on 18 December 2019)

OF

HONG KONG LOGISTICS ASSOCIATION LIMITED
香港物流協會有限公司

1. The Regulations contained in Table C in the First Schedule to the Ordinance shall not apply to the Association. Unless otherwise defined herein, the terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Companies Ordinance, Chapter 32. In these Articles, unless there be something in the subject matter or context inconsistent therewith:

"The Association" shall mean the company registered as the "Hong Kong Logistics Association Limited 香港物流協會有限公司".

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

"Bye-Laws" shall mean the bye-laws of the Association, as made by the authority of the Council and as amended from time to time.

"Committee" shall mean any committee or group formed under the authority and direction of the Council for the time being.

"Council" shall mean the council of the Association for the time being.

"Council Member" shall mean members appointed to the Council from time to time.

"Disciplinary Council" shall mean the disciplinary council of the Association as appointed by the Council for the time being.

"General Meeting" shall mean general meeting of the Association whether Ordinary or Extraordinary.

"In writing" and "written" shall mean and include written, printed, lithographed and type-written.

"Members" shall mean the members of the Association so registered.

"Month" shall mean calendar month.

"The Ordinance" shall mean the Companies Ordinance (Chapter 32), and every statutory modification or re-enactment thereof for the time being in force.

"President" shall mean the president of the Association for the time being.

"The Register" shall mean the Register of Members to be kept pursuant to Section 95 of the Ordinance.

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

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

"The Secretary General" means the secretary general of the Association for the time being.

"Special Resolution" shall have the meaning assigned thereto by Section 116 of the Ordinance.

"These Articles" shall mean the articles of association of the Association, as amended from time to time.

"The Treasurer" means the Treasurer of the Association for the time being.

"The Vice-President" means the vice-president of the Association for the time being.

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

Words importing the masculine gender shall include the feminine and neuter gender and vice versa.

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.

2. The Association is established for the purposes expressed in the Memorandum of Association.

Members

3. For the purpose of registration, the Association is declared to consist of an unlimited number of members.
4. The subscribers to the Memorandum of Association shall be the first members of the Association.
5. Other than those named in Article 4 above, membership of the Association shall consist of any person having or expressing interest in trade, education, warehousing,

distribution, purchasing, marketing, sales, customer service and materials management as well as provision of services to these functions or other legitimate connections with logistics who shall satisfy all qualifications, rules and regulations for membership of the Association (including all criteria set by the Council and documented in these Articles) and shall be approved by the Council at its entire discretion.

6. Every application for membership of the Association shall be in such form as the Council may from time to time prescribe and shall be made in writing and signed by the applicant.
7. Upon receipt of a valid application of membership by any persons pursuant to, inter alia, Article 6 above and upon the recommendation of one existing Member, the Council shall at its discretion admit such applicant to membership, provided that the Council shall, in its sole opinion, be satisfied that the applicant shall, of whatever nationality, sex or age, be of good character and conduct, and shall be willing to abide by these Articles, the Bye-Laws and all others rules and regulations of the Association. The decision of the Council shall be final.
8. There shall be six categories of Members as follows:-

(a) Corporate Member

Corporate Members have full voting rights. Corporate membership is limited to business entities only and each Corporate Member has the right to nominate and register up to 3 representatives to participate in the Association's activities. In the event of a Corporate Member having registered more than one registered representatives, only one of such persons shall be entitled to attend and vote at meetings of the Association or be elected as a Council Member and until the Association shall have received prior written notice to the contrary from such Corporate Member, the priority for such representatives to represent such member shall be in accordance with the order in which their names were submitted by such Member to the Association for registration. Such registered representative shall represent the Member nominating him. Subject to Article 9, applicants who satisfy the qualifications set out above are eligible to join the Association as a Corporate Member upon the approval of the Council.

(b) Fellow Member (FHKLA)

Fellow Members have full personal voting rights, and may use the designation "FHKLA". Applicants for Fellow Membership should possess the qualification acceptable to the Association and have at least ten (10) years of experience in the logistics field at senior level and be a Professional Member admitted to the Association pursuant to Article 8(d) for at least five (5) years. Applicants should also satisfy the Council that he/she has made significant contributions to the logistics industry. Subject to Article 9, applicants who satisfy the qualifications set out above are eligible to join the Association as a Fellow Member upon the approval of the Council.

(c) Professional Member (PMHKLA)

Professional Members have full personal voting rights, and may use the designation "PMHKLA". Applicants for Professional Membership should possess the qualification acceptable to the Association and have at least 3 years of experience in the logistics field, with relevant experience at managerial or executive level. Subject to Article 9, applicants who satisfy the qualifications set out above are eligible to join the Association as a Professional Member upon the approval of the Council.

(d) Member (MHKLA)

Members do not have voting rights, and may use the designation "MHKLA". Applicants for Members should possess a minimum of 2 years of relevant experience acceptable to the Association.

(e) Student Member

Student Members do not have voting rights, and shall not use any designation of the Association. Student Membership is opened to any interested individuals studying logistics courses recognized by the Association. Subject to Article 9, applicants who satisfy the qualifications set out above are eligible to join the Association as a Student Member upon the approval of the Council.

(f) Honorary Member

Honorary Membership may be awarded by the Council to persons of distinction in the logistics field and/or who have made a outstanding contribution to the logistics thought or practice. No initial or annual subscription fee is payable by an Honorary Member but he does not have voting rights, and is not allowed to use any designation of the Association. The admission of an Honorary Member shall be at the absolute discretion of the Council whose decision shall be final.

A "Fellow Member" or "Professional Member" or " Member" who ceases to be a Member for whatever reason shall thereupon cease to describe himself as "FHKLA" or "PMHKLA" or "MHKLA" as the case may be.

9. The Council in its sole discretion may from time to time vary membership admission process and governance by the Bye-Laws for the purpose.
10. The Council shall have power to, inter alia, admit or assign Members to any category of membership as set out in these Articles and transfer any Member from one such membership category to another.
11. Every application shall be notified by the Council of his admission as a Member within three months of the submission of his application for the membership but the Council shall have the absolute discretion in refusing any application without assigning any reason therefor.

Subscriptions and Fees

12. Every Member shall, on admission to membership, pay in advance an annual subscription of such sum as may be determined by the Council from time to time for his membership in the Association. The first annual subscription shall be payable by a member at the time of his admission and thereafter on the first day of each and every calendar year.
13. No part of the initial fee or annual subscription shall be repayable to the Member if he ceases to be a Member.
14. Notwithstanding any provisions to the contrary in these Articles, the Council may from time to time prescribe such fees and charges relating to the activities of and the facilities and services provided by the Association.

Rights and Privileges of Members

15. Without prejudice to the rights and privileges conferred by the Ordinance and these Articles, every Member shall enjoy the following rights and privileges:-
 - (a) to stand for election as Council Member;
 - (b) except for Members and Student Members pursuant to these Articles, to propose or vote for the election of Council Members;
 - (c) to receive notices of General Meetings;
 - (d) to vote for any resolution in General Meetings; and
 - (e) to enjoy the full facilities and benefits of the Association.

Rules Relating to Members

16. Every Member shall be absolutely bound by these Articles and Bye-Laws as the Council may from time to time determine.
17. The rights and privileges of a Member shall be personal to himself. They shall not be transferable by his own act or by operation of law and shall cease upon his death or upon his ceasing from any cause to be a Member under these Articles and Bye-Laws.
18. Any Member may terminate his membership by two months' notice in writing to the Secretary General, and upon expiration of the notice, unless such notice has been withdrawn prior to such expiration, his membership shall cease.
19. If any Member shall fail to pay any money due from him to the Association for three months after the date upon which such money is payable, the Association may forthwith suspend his privileges and rights of membership and may serve upon him a notice in writing appointing a day for payment. If such Member shall fail to pay in full all monies outstanding to the Association strictly according to such notice for two months after service of thereof, his membership shall cease.

20. Any Member who is convicted of any criminal offence other than traffic offences or being an individual, shall become bankrupt or shall enter into any arrangement with his creditors, or, being an incorporation, shall be the subject of a winding up order by the court or shall resolve by special resolution to wind up (save for amalgamation or reconstruction) or shall enter into arrangement with its creditors, such Member's membership shall forthwith thereupon cease.
21. Any person who shall for any cause cease to be a Member shall remain liable for and shall pay to the Association all moneys which at the time of his ceasing to be a Member shall be due from him to the Association.
22. Fees already paid or donations made by member who shall have withdrawn membership voluntarily or shall be expelled from the Association for whatever cause shall not be recoverable.

General Meetings

23. The first General Meeting shall be held at such time not more than three months after the incorporation of the Association and at such place as the Council may determine.
24. An Annual General Meeting shall be held once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding Annual General Meeting) and place as the Council shall appoint. In default of an Annual General Meeting being 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 meetings are to be convened by the Council.
25. All General Meetings shall be called "Annual General Meetings" and all other General Meetings shall be called "Extraordinary General Meetings".
26. The Council may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or may be convened by such requisitionists as provided by Section 113 of the Ordinance. If at any time there are not within Hong Kong sufficient Council Members capable of acting to form a quorum, any Council Members or not less than one-twentieth of the total voting rights of all the Members having at the said date a right to vote at General Meetings, 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 Council.

Notice of General Meetings

27. **A General Meeting shall be called by 21 days' notice either in writing or by electronic means when it deems appropriate.** 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 given, 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 Association in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the

Association :-

Provided that a meeting of the Association 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 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.
28. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice thereof shall not invalidate any resolution passed or the proceedings had at any meeting.

Proceedings at General Meetings

29. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the reports of the Council and of the Auditors, the election of Council Members in place of those retiring and the appointment of and the fixing of the, remuneration of the Auditors.
30. 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 (but not necessary during the meeting). Save as otherwise provided, the Members entitled to vote personally present or by duly appointed representative or by proxy and constituting not less than five percentage (5%) by number of the voting Members so present or by duly appointed representative or by proxy shall be a quorum.
31. If within half an hour from the time appointed for the General 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 or to such day, at such time and place as may be determined by the Council, and if at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the present Member shall be a quorum.
32. The President, or in the event of his absence, the Vice President, shall preside as chairman at every General Meeting.
33. If none of the President or the Vice President shall not be present within half an hour after the time appointed for holding the General Meeting or shall be unwilling to act as chairman of the meeting, the Members present shall choose some other Council Member, or if no such Council Member be present, or if all the Council Members present decline to preside, they shall choose some one of their number to be chairman of the meeting.

34. The chairman of the General Meeting 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 30 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.
35. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll be so demanded, a declaration by the chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book 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, the resolution. Upon a poll, the voting rights of each Member present shall be proportionate to the amount of the guarantee given by all Members present in each case pursuant to Clause 6 of the Memorandum of Association.
36. Subject to Article 38 below, 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.
37. 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 provided he shall abstain from casting such vote in case of conflict of his personal interests which he shall declare at the commencement of the meeting. In case of such conflict, the vice-chairman of the meeting shall be entitled to a second or casting vote upon such abstention of the chairman of the meeting.
38. A poll demanded on the election of a chairman of a meeting, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs.

Votes of Members

39. Save as otherwise provided in these Articles, every Member shall have one vote, which must be exercised personally or by proxy, or where the Member is a corporation, by its duly appointed representative or by proxy.
40. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote by his committee, curator bonis, or other person in the nature of a committee or curator bonis appointed by that court.
41. On a poll, votes may be given either personally or by proxy.
42. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing. A proxy shall be a Member.

43. 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 or authority shall be deposited at the Registered Office 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 vote, and in default the instrument of proxy shall not be treated as valid.
44. An instrument appointing a proxy may be in the following form or any other form which the Council shall approve:

"HONG KONG LOGISTICS ASSOCIATION LIMITED
香港物流協會有限公司

I/We, _____ of _____, being a member of HONG KONG LOGISTICS ASSOCIATION LIMITED 香港物流協會有限公司 hereby appoint _____ of _____, as my proxy, to vote for me/us and on my/our behalf at the Annual/Extraordinary General Meeting to be held on the _____ day of 20____ and at any adjournment thereof.

Signed this _____ day of _____ 20____ "

45. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
46. No Member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Association shall have been paid prior to the General Meeting.

Council

47. The number of Council Members shall not be less than five (5) and shall not be more than sixteen (16).
48. All Council Members shall be elected by the Members in General Meeting provided the candidates for election as Council Members shall be nominated by three (3) Fellow Members admitted to the Association pursuant to Article 8(b) and two (2) Professional Members admitted to the Association pursuant to Article 8(d).
49. The following persons shall be the first Council Members:-

LEUNG CHI MAN (梁智敏)
WONG FOO WAH (黃輔華)
YIM TING WAI (嚴定偉)
IP KAI MING (葉啟明)
KAN WAI KIT (簡偉傑)
CHENG WUI YAU (鄭會友)
DR. TED WALLIN
LEUNG SUK FUN (梁淑芬)
YUE LIT FUNG (余烈鋒)

WILLIAM HO (何良朋)
KAVERN TONG
HO WING CHEONG (何永昌)

50. The Council Members shall elect from among themselves the President, the Vice-President, the Secretary General, the Treasurer and such other officers as the Council may think fit.
51. No person shall become a Council Member unless he is a Member and has voting rights in General Meetings.
52. No salary, remuneration or allowance shall be paid to any Council Member, but such Council Member shall be reimbursed the out-of-pocket expenses that may be incurred by him in connection with the business of the Association.

Rotation of Council Members

53. The Council Members shall hold office for the term of two years but any retiring Member of the Council shall be eligible for re-election. A retiring Council Member shall act throughout the meeting at which he retires.

Proceedings of Council

54. The Council Members shall hold a meeting at least once every quarter of a year for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit. Unless otherwise determined in General Meeting, 5 of the Council Members for the time being acting and present at the commencement of the Council meeting shall be a quorum. A Council Member having conflict of interests in any matter to be transacted at the meeting shall be counted in the quorum notwithstanding his conflict of interests but he shall not be entitled to vote.
55. The President may at any time, and shall, upon the written request of not less than 4 Council Members, convene a meeting of the Council.
56. The President shall preside at every Council meeting. In the absence of the President or if at any time the President is not present within 15 minutes of the time appointed for holding the same, the Council Members present shall choose one of their number to be chairman of the meeting.
57. A meeting of the Council 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 Association for the time being vested in or exercisable by the Council generally.
58. Questions arising at any meeting of the Council shall be decided by a majority of those Council Members present and voting, and in case of an equality of votes the chairman of the meeting shall have a second or casting vote. Unless a poll is demanded by two Council Members present, all resolutions put to the vote shall be decided on a show of hands and declarations by the chairman of the 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 proceedings of the Association shall be conclusive evidence of the fact without proof of the number of or proportion of the votes recorded in favour or against that resolution.

59. The continuing Council Members may act notwithstanding any vacancy in their body, but if and so long as the number of Council Member is reduced below the number fixed by or pursuant to the regulations of the Association as the necessary quorum of Council Members, the continuing Council Members may act for the purpose of increasing the number of Council Members to that number.
60. All acts done by any meeting of the Council or by any person acting as a Council Member shall notwithstanding that it afterwards be discovered there was some defect in the appointment of any such person or persons acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Council Member.
61. A resolution in writing signed by all the Council Member for the time being shall be as effective for all purposes as a resolution of the Council Members passed at a meeting duly convened, held and constituted. A cable message, or electronic, telephone, radio or facsimile documentary transmission of, or of confirmation of, such resolution in writing and sent by a Council Member shall be deemed to be his signature to such resolution in writing for the purposes of these Articles and Bye-Laws and such resolution in writing may in such circumstances consist of more than one document.

Committees

62. The Council may delegate in writing any of its powers to the Committees consisting of such Members of its body or other members of the Association as it shall think fit and may from time to time revoke such delegation or revoke the appointment of any such Committee or any Member thereof. Any 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 Council.

Power of The Council

63. The business of the Association shall be managed by the Council, who may pay all expenses incurred in promoting and registering the Association, and may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association and as are not by statutes or by these Articles and Bye-Laws required to be exercised or done by the Association in General Meeting subject nevertheless to any regulations of these Articles and Bye-Laws, to the provisions of the statutes for the time being in force and affecting the Association and to such regulations being not inconsistent with the aforesaid regulations or provisions as may be prescribed by the Association in General Meetings, but no regulation made by the Association in General Meetings shall invalidate any prior act of the Association which would have been valid if such regulation had not been made.
64. Without prejudice to the general powers conferred Article 63 hereof the Council shall have power :-

- (a) To prescribe, inter alia, the amount of annual subscription and other fees payable by Members and the manner of payment thereof;
- (b) To pay the costs, charges and expenses preliminary and incidental to the formation, establishment and registration of the Association;
- (c) To lease, purchase or otherwise acquire for the Association any property, rights and privileges at such terms and conditions as they think fit and to pay for the same either in cash, debentures or other securities of the Association;
- (d) To enter into such contracts and do all such acts and things as they may think expedient for the purposes of the Association;
- (e) To exercise all the borrowing powers of the Association not required by the Ordinance or these Articles or Bye-Laws to be exercised by the Association in General Meeting;
- (f) To make, give, accept, endorse, transfer and negotiate such bills of exchange or other similar obligations as the Council may think desirable in carrying on the business of the Association;
- (g) To appoint and at their discretion remove or suspend manager, agents, secretaries, clerks, servants and workmen for carrying on the business of the Association, and to determine the powers and duties of such persons and fix their salaries or emoluments and to sanction the payment of the same out of the funds of the Association;
- (h) To appoint any company, firm or person or body of persons to be the attorney or attorneys, bankers, secretaries and all such officers and servants of the Association for such purposes as it may consider necessary and shall regulate their duties, fix or negotiate their terms of employment and grant them with such powers, authorities and discretion and for such period and subject to such conditions as they may think fit;
- (i) To manage income, funds and property of the Association as they see fit and to invest and deal with the moneys of the Association not immediately required, upon such securities and in such manner as may from time to time be determined by the Council at their sole discretion.

Disqualification of Council Members

65. The office of a Council Member shall ipso facto be vacated if he:-

- (a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- (b) is found lunatic or becomes of unsound mind; or
- (c) resigns his office by notice in writing to the Association; or

- (d) ceases to be a member of the Association; or
- (e) has been convicted of an indictable offence.

Council Members' Interests

66. (1) A Council Member may hold any other office or place of profit under the Association (other than the office of Auditor), and he or any firm of which he is a member may act in a professional capacity for the Association in conjunction with his office of Council Member, for such period and on such terms (as to remuneration and otherwise) as the Council Members may determine. No Council Member or intending Council Member shall be disqualified by his office from contracting with the Association, nor shall any contract or arrangement entered into by or on behalf of the Association in which any Council Member is in any way interested be liable to be avoided, nor shall any Council Member so contracting or being so interested be liable to account to the Association for any profit realised by any such contract or arrangement by reason of such Council Member holding that office, or of the fiduciary relation thereby established.
- (2) A Council Member who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Association shall declare the nature of his interest in accordance with the provisions of the Ordinance. A general notice given to the Council Members by a Council Member to the effect that he is a member of a specified company or firm, and is to be regarded as interested in any contract, arrangement or dealing which may, after the date of the notice, be entered into or made with that company or firm, shall, for the purpose of this Article, be deemed to be a sufficient disclosure of interest in relation to any contract, arrangement or dealing so entered into or made.
- (3) A Council Member may vote as a Council Member in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.
- (4) A Council Member may hold office as a Council Member in or manager of any other company or entity in which the Association is a shareholder or member or is otherwise interested, and (subject to any agreement with the Association to the contrary) shall not be liable to account to the Association for any remuneration or other benefits receivable by him from such other company or entity. The Council may exercise the voting power conferred by the shares in any company or interest in any entity held or owned by the Association in such manner in all respects as the Council thinks fit (including the exercise thereof in favour of any resolution appointing the Council Members or any of them directors of such company or voting or providing for the payment of remuneration to the directors of such company) and any Council Member may vote in favour of the exercise of such voting rights in manner aforesaid notwithstanding that he may be, or be about to be, appointed a director of such other company and as such is or may become interested in the exercise of such voting rights in manner aforesaid.

Honorary Presidents and Advisers

67. The Council may appoint any person to be Patron Honorary President or Patron Honorary Adviser or other patron honorary title of the Association who shall be entitled to attend and advise the meetings of the Council but they shall not have the power to vote thereat and shall not be counted as part of the quorum of any such meeting or as any number in requisition for calling of any such meeting. Provided nothing herein shall disqualify any Patron Honorary President or Patron Honorary Adviser from becoming a Council Member at the same time, and he shall be entitled to attend and vote at meetings of the Council in such capacity.

The Seal

68. The Seal shall be in the safe custody of the Council and shall not be used except with the authority of a resolution of the Council. The Association may exercise all the powers conferred by Section 35 of the Ordinance and such powers shall be in the hands of the Council.
69. Every document required to be sealed with the Seal shall be deemed to be properly executed if sealed with the Seal and signed by the Secretary General and one other Council Member, or by such person(s) being Member(s) as the Council may from time to time by a resolution authorise for such purpose.
70. 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 Association shall be signed by such person(s) as the Council may from time to time by a resolution authorise for such purpose.
71. All other contracts and instruments entered into by the Association in the ordinary course of business shall be signed by such person(s) as the Council may from time to time by resolution authorise for such purpose.
72. All moneys received by the Association shall be deposited in such bank or banks as the Council shall from time to time think fit.
73. The funds of the Association shall not be used for any purpose other than those specified in the Memorandum of Association and these Articles.

Minutes

74. The Council shall cause minutes to be made in books provided for the purpose:-
- (a) of all appointments of officers made by the Council;
 - (b) of the names of the Council Members present at each meeting of the Council and of any Committee;
 - (c) of all resolutions and proceedings at all meetings of the Association, and of the Council, and of Committees,

and every Council Members present at any such meeting shall sign his name in a book to be kept for that purpose.

Accounts

75. The Council shall cause proper books of accounts to be kept in respect:-
- (a) of the sums of money received and expended by the Association, and the matters in respect of which such receipt and expenditure takes place;
 - (b) of the assets and liabilities of the Association; and
 - (c) of all other matters necessary for showing the true state and condition of the Association.
76. The books of account shall be kept at the Registered Office, or at such other place or places as the Council shall think fit.
77. The Council 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 Association, or any of them, shall be open to the inspection by Members not being Council Member, and no Member (not being a Council Member) shall have any right of inspecting any account or book or document of the Association, except as conferred by statute or authorised by the Council, or by the Association in General Meeting.
78. The Council shall from time to time in accordance with Sections 122 and 129D of the Ordinance, cause to be prepared and to be laid before the Association in general meeting a balance sheet and an income and expenditure account and reports as are referred to in those sections.
79. 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 Annual General Meetings 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.

Audit

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

Notices

81. A notice may be given by the Association to any Member either personally or by sending it by post to him to his registered address, if any, within Hong Kong supplied by him to the Association for the giving of notices to him. The Association shall have the entire discretion in choosing the mode of service of notice to any Member. 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 shall be deemed to have been effected at the expiration of 48 hours after the letter containing the same was posted.
82. As regards those Members who have no registered address in Hong Kong, a notice

posted up at the registered office of the Association shall be deemed to be well served on them at the expiration of twenty four hours after it is posted up.

83. Notice of every General Meeting shall be given in the same manner hereinbefore to every Member except those Members who (having no registered address within Hong Kong) have not supplied to the Association an address within Hong Kong for the giving of notices to them. No other persons shall be entitled to receive notices of General Meetings.
84. Unless otherwise required by the provisions of the Ordinance, all books and documents kept by the Association and all notices given by the Association may be either in the English or Chinese language or both. Should there be any discrepancy, the English version shall prevail.

Indemnity of Officers

85. Every Council Member or any Committee Member and all officers and servants of the Association shall be indemnified by the Association against, and it shall be the duty of the Council out of the funds of the Association to pay, all costs, losses and expenses which any such Member, officer or servant may incur or become liable to or by reason of any contract entered into or act or deed done by him as such Member of the Council or any Committee, officer or servant or in any way in the discharge of his duties, and in connection with which such Council Member or any Committee, officer or servant has not been guilty of any negligence, default, breach of trust or breach of duty whatsoever or any liability incurred as such Council Member or any Committee, officer or servant, 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 any application under the Ordinance in which relief is granted to him by the Court and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Association and shall (as between the members of the Association) have priority over all other claims.

Winding Up

86. The provisions of Clause 7 of the Memorandum of Association relating to the winding up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.

Names, Addresses and Descriptions of Subscribers

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Merchant

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Merchant

(Sd.) YUE LIT FUNG OWEN (余烈鋒)
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Ville De Cascade,
2-4 Lai Wo Lane, Fo Tan,
New Territories, Hong Kong
Merchant

Dated the 12th day of June, 2001.
WITNESS to the above signatures:

(Sd.) Chung Pui-lam
Solicitor, Hong Kong SAR
Chung & Kwan Solicitors
Rooms 1601-1606, 16th Floor,
Aetna Tower,
308-320 Des Voeux Road Central,
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