存案 Filed

公司編號 CR No.
1687414

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

ASTRON CORPORATION LIMITED
阿斯創集團有限公司

Incorporated the day of

McCabe Secretarial Services Limited
Chartered Secretaries
Hong Kong

22900829557
MA
01/12/2011

0029

I certify that this is a true copy of the document (Ref. No.: 22900829557, Page 1 of 36) kept and registered at the Companies Registry.

本人謹此核證，此爲公司註冊處所登記及備存文件的真正副本(參考編號：22900829557，第1頁，共36頁)。

Ms Ada L L CHUNG
Registrar of Companies
Hong Kong Special Administrative Region
香港特別行政區公司註冊處處長鍾麗玲

07-DEC-2011
二〇一一年十二月七日

No.
編號

(COPY)

公司註冊處
COMPANIES REGISTRY

CERTIFICATE OF INCORPORATION
公司註冊證書

* * *

I hereby certify that
本人謹此證明

ASTRON CORPORATION LIMITED
阿斯創集團有限公司

is this day incorporated in Hong Kong under the Companies Ordinance
於本日根據《公司條例》(香港法例第32章)

(Chapter 32 of the Laws of Hong Kong) and that this company is limited.
在香港註冊成為有限公司。

Issued on
本證書於　　年　　月　　日發出。

Registrar of Companies
Hong Kong Special Administrative Region
香港特別行政區公司註冊處處長

Note 註:
Registration of a company name with the Companies Registry does not confer any trade mark rights or any other intellectual property rights in respect of the company name or any part thereof.
公司名稱獲公司註冊處註冊，並不表示獲授予該公司名稱或其任何部分的商標權或任何其他知識產權。

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07 DEC 2011
二〇一一年十二月七日

THE COMPANIES ORDINANCE (Chapter 32)

Company Limited by Shares

MEMORANDUM OF ASSOCIATION

OF

ASTRON CORPORATION LIMITED
阿斯創集團有限公司

I. The name of the Company is "ASTRON CORPORATION LIMITED 阿斯創集團有限公司".

II. The registered office of the Company shall be situated in Hong Kong Special Administrative Region of the People's Republic of China.

III. The liability of the members of the Company is limited.

IV. The share capital of the Company is HK$200,000,000.00 divided into 2,000,000,000 shares of HK$0.10 each, with the power for the Company to divide, increase or reduce the said capital and to issue any part of its capital, original or increased, with or without preference, priority or special privilege, or subject to any postponement of rights or to any conditions or restrictions and so that, unless the conditions of issue shall otherwise expressly declare, every issue of shares, whether declared to be preference or otherwise, shall be subject to the power hereinbefore contained.

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We, the undersigned whose names, addresses and descriptions are given below, wish to form a company in pursuance of this Memorandum of Association, and we agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Founder Members	Number of Shares Taken by each Founder Member
For and on behalf of ASTRON LIMITED (Sd.) Mark NIELSON Secretary Level 19, 2 Market Street Sydney NSW 2000 Australia Corporation	One (1)
For and on behalf of DONALD MINERAL SANDS PTY LIMITED (Sd.) Mark NIELSON Secretary Level 19, 2 Market Street Sydney NSW 2000 Australia Corporation	One (1)
Total Number of Shares Taken	Two (2)

Dated this 29th day of November, 2011

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THE COMPANIES ORDINANCE (Chapter 32)

Company Limited by Shares

ARTICLES OF ASSOCIATION

OF

ASTRON CORPORATION LIMITED
阿斯創集團有限公司

Interpretation

1. In these Articles – Interpretation

"Articles" means these Articles of Association in their present form and all supplementary, amended and substituted articles for the time being in force;

"ASX" means ASX Limited ABN 98 008 624 691, a company incorporated under the laws of Australia;

"Bonus Share Scheme" means a scheme established by the directors under Articles 126 to 133;

"Cash Entitlement" means the proportion, if any, of a dividend payable on a Participating Share which the directors determine is to be payable in cash;

"Company" means the above named company;

"Escrow Period" means the period set out in Appendix 9B of the Listing Rules that is relevant to the holder of Restricted Securities and the circumstances in which the Restricted Securities were issued;

"in writing" shall be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form;

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"Listing Rules" means the Listing Rules of ASX and any other rules of ASX which are applicable while the company is admitted to the Official List of ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX;

"Ordinance" means the Companies Ordinance, Chapter 32 of the Laws of Hong Kong, as amended from time to time;

"Participating Shares" means the shares specified in a notice of election to participate in a Bonus Share Scheme as the shares in respect of which the election is made;

"Restricted Securities" has the meaning given to that term in Chapter 19 of the Listing Rules;

"Scheme Rules" means the terms and conditions upon which members may participate in a Bonus Share Scheme;

"Seal" means the common seal of the Company; and

"Secretary" means any person appointed to perform the duties of the secretary of the Company.

Unless the context otherwise requires, any other words or expressions contained in these Articles shall bear the same meaning as in the Ordinance, as in force when these Articles become binding on the Company.

The headings and marginal notes are for convenience only and shall not affect the construction of these Articles.

Exclusion of Table A

2. The regulations contained in Table A in Part I of the First Schedule to the Ordinance shall not apply to the Company.

Share Capital and Variation of Rights

Special rights of shares

3. Without prejudice to any special rights previously conferred on the holders of any existing shares or class of shares, any share in the Company may be issued with such preferred, deferred or other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise as the Company may from time to time by ordinary resolution determine.

Redeemable shares

4. Subject to the provisions of the Ordinance, shares may be issued which are to be redeemed or are to be liable to be redeemed at the option of the Company or the holder on such terms and in such manner as may be provided by these Articles.

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5. If at any time the share capital is divided into different classes of shares, the rights attached to any class may, whether or not the Company is being wound up, be varied with consent in writing of the holders of three-fourths in nominal value of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class. Variation of class rights

6. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith. Effect of pari passu issue

7. The Company may exercise the powers of paying commissions conferred by section 46 of the Ordinance, provided that the rate *per cent* or the amount of the commission paid or agreed to be paid shall be disclosed in the manner required by the said section and the rate of the commission shall not exceed the rate of 10 *per cent* of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10 *per cent* of such price (as the case may be). Such commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other. The Company may also on any issue of shares pay such brokerage as may be lawful. Commissions

8. Except as required by law, no person shall be recognized by the Company as holding any share upon any trust, and the Company shall not be bound by or be compelled in any way to recognize (even when having notice thereof) any equitable, contingent, future or partial interest in any share or any interest in any fractional part of a share or (except only as by these Articles or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder. Shares held on trust

9. Every person whose name is entered as a member in the register of members shall be entitled without payment to receive within 2 months after allotment and 10 business days from the lodgment of transfer with the Company (or within such other period as the conditions of issue shall provide) one certificate for all his shares or several certificates each for 1 or more of his shares upon payment of HK$5 for every certificate after the first or such less sum as the directors shall from time to time determine. Every certificate shall be under the Seal, or under such official seal as it may be lawful for the Company to keep for the purpose, and shall specify the shares to which it relates and the amount paid up thereon. Provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue more than 1 certificate, and delivery of a certificate for a share to 1 of several joint holders shall be sufficient delivery to all such holders. Share certificate

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Replacement of share certificate

10. If a share certificate is defaced, lost or destroyed, a replacement certificate may be issued on payment of such fee not exceeding HK$5 and on such terms (if any) as to evidence and indemnity as the directors think fit, including the payment of out-of-pocket expenses of the Company of investigating evidence.

Lien

Lien

11. The Company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share, and the Company shall also have a first and paramount lien on all shares (other than fully paid shares) standing registered in the name of a single person for all moneys presently payable by him or his estate to the Company, but the directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

Enforcement by sale

12. The Company may sell, in such manner as the directors think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable, nor until the expiration of 14 days after a notice in writing, stating and demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy.

Transfer pursuant to power of sale

13. To give effect to any such sale the directors may authorize some person to transfer the shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

Application of proceeds of sale

14. The proceeds of the sale shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

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Calls on Shares

15. The directors may from time to time make calls upon the members in respect of any moneys unpaid on their shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times, and each member shall (subject to receiving at least 14 days' notice specifying the time or times and place of payment) pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the directors may determine. Making of calls

16. A call shall be deemed to have been made at the time when the resolution of the directors authorizing the call was passed and may be required to be paid by instalments. Calls, when deemed to be made

17. The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof. Liability of holders

18. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding 10 *per cent per annum* as the directors may determine, but the directors shall be at liberty to waive payment of such interest wholly or in part. Interest on calls

19. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of these Articles be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable, and in case of non-payment all the relevant provisions of these Articles as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified. Sums payable on fixed dates

20. The directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment. Power to differentiate

21. The directors may, if they think fit, receive from any member willing to advance the same, all or any part of the moneys uncalled and unpaid upon any shares held by him and upon all or any of the moneys so advanced may (until the same would, but for such advance, become payable) pay interest at such rate not exceeding (unless the Company by ordinary resolution shall otherwise direct) 8 *per cent per annum*, as may be agreed upon between the directors and the member paying such sum in advance. Payment in advance of calls

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Transfer of Shares

Execution of transfer

22. The instrument of transfer of any share shall be executed by or on behalf of the transferor and the transferee, and the transferor shall be deemed to remain a holder of the share until the name of the transferee is entered in the register of members in respect thereof.

Form of transfer

23. Subject to such of the restrictions of these Articles as may be applicable, any member may transfer all or any of his shares by instrument in writing in any usual or common form or any other form which the directors may approve, and such instrument may be under hand only.

Refusal to register transfer

24. The directors may, subject to Article 33, decline to register any transfer of any share , whether or not it is a fully paid share.

Procedure on transfer

25. The directors may also decline to recognize any instrument of transfer unless –

(a) such fee not exceeding HK$5 as the directors may from time to time require is paid to the Company in respect thereof;

(b) the instrument of transfer is accompanied by the certificate of the shares to which it relates, and such other evidence as the directors may reasonably require to show the right of the transferor to make the transfer; and

(c) the instrument of transfer is in respect of only one class of share.

Restricted securities

26. If any securities issued by the Company are at any time Restricted Securities:

(a) the Restricted Securities cannot be disposed of during any Escrow Period;

(b) the Company will refuse to acknowledge a disposal (including entering into a transfer) of the Restricted Securities during any Escrow Period,

except as permitted by the Listing Rules.

Notice of refusal

27. If the directors refuse to register a transfer they shall within 2 months after the date on which the transfer was lodged with the Company send to the transferor and the transferee notice of the refusal.

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28. The registration of transfers may be suspended at such times and for such periods as the directors may from time to time determine, provided always that such registration shall not be suspended in any year for more than 30 days or such extended period as may be permitted by the Ordinance.

Suspension of registration

Transmission of Shares

29. In case of the death of a member, the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognized by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

Persons recognized

30. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof, but the directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the share by that member before his death or bankruptcy, as the case may be.

Execution as to registration

31. If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions and provisions of these Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.

Procedure on election

32. A person becoming entitled to a share by reason of the death or bankruptcy of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

Rights attaching

Provided always that the directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within 90 days the directors may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share until the requirements of the notice have been complied with.

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Refusal to register transfer on transmission

33. Any person to whom the right to any shares in the Company has been transmitted by operation of law shall, if the directors refuse to register the transfer, be entitled to call on the directors to furnish within 28 days a statement of the reasons for the refusal.

Forfeiture of Shares

Payment demand

34. If a member fails to pay any call or instalment of a call on the day appointed for payment thereof, the directors may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

Form of demand

35. The notice shall name a further day (not earlier than the expiration of 14 days from the date of service of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the shares in respect of which the call was made will be liable to be forfeited.

Forfeiture

36. If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the directors to that effect.

Disposal of forfeited share

37. A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the directors think fit.

Position of former member

38. A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, were payable by him to the Company in respect of the shares, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares.

Evidence of forfeiture

39. A statutory declaration in writing that the declarant is a director or the Secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration, if any, given for the share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.

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40. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

Sums payable on fixed dates

Alteration of Capital

41. The Company may from time to time by ordinary resolution increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.

Increase in capital

42. The Company may by ordinary resolution –

Consolidation, division, sub-division and cancellation

(a) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

(b) sub-divide its existing shares, or any of them, into shares of smaller amount than is fixed by the Memorandum of Association subject, nevertheless, to the provisions of section 53(1)(d) of the Ordinance; and

(c) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

43. The Company may by special resolution reduce its share capital, any capital redemption reserve fund or any share premium account in any manner and with, and subject to, any incident authorized, and consent required, by law.

Reduction in capital

Allotment of Shares

44. The directors shall not exercise any power conferred on them to allot shares in the Company without the prior approval of the shareholders of the Company by ordinary resolution, if and to the extent that such approval is required by the Ordinance.

Restriction on allotment

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07 DEC 2011

二〇一一年十二月七日

Purchase of Own Shares and Financial Assistance for Purchase of Own Shares

Purchase of own shares and financial assistance for purchase of own shares

45. The Company may exercise any powers conferred on the Company or permitted by or not prohibited by or not inconsistent with the Ordinance or any other applicable ordinance, statute, act or law, including application rules and codes of the Securities and Futures Commission and other relevant securities market regulators, from time to time to (i) acquire shares (including any redeemable shares) in the Company or warrants issued by the Company and make a payment in respect of the redemption or purchase of its own shares otherwise than out of distributable profits of the Company or the proceeds of a fresh issue of shares or (ii) to give, directly or indirectly, by means of a loan, guarantee, the provision of security or otherwise, financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares (including any redeemable shares) in the Company or warrants issued by the Company, and should the Company acquire its own shares (including any redeemable shares) or warrants neither the Company nor the directors shall be required to select the shares or warrants to be acquired rateably or in any other particular manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares.

Purchase of own share(s) taken by founder member(s)

46. Subject to compliance with the Ordinance and other relevant laws and regulations, the Company may at any time acquire the shares issued to the founder members and make payment in respect of the purchase of such shares without the prior consent of such founder members.

General Meetings

Annual general meeting

47. The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next. Provided that so long as the Company holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such time and place as the directors shall appoint.

Extraordinary general meeting

48. All general meetings other than annual general meetings shall be called extraordinary general meetings.

Convening of extraordinary general meeting

49. The directors may, whenever they think fit, convene an extraordinary general meeting, and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by section 113 of the Ordinance.

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Registrar of Companies
Hong Kong Special Administrative Region
香港特別行政區公司註冊處處長鍾麗玲

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Notice of General Meetings

50. An annual general meeting and a meeting convened for the passing of a special resolution shall be called by 21 days' notice in writing at the least, and any other meeting of the Company shall be called by 14 days' 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 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 Company by ordinary resolution, to such persons as are, under these Articles entitled to receive such notices from the Company. Notice of general meeting

Provided that a meeting of the Company 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 by all the members entitled to attend and vote thereat or, in the case of an extraordinary general meeting, by such lesser proportion of the members as may be permitted by the Ordinance. Short Notice

51. 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 shall not invalidate the proceedings at that meeting. Accidental omission to give or non-receipt of notice

Proceedings at General Meetings

52. 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 declaring a dividend, the consideration of the accounts, balance sheets, and the reports of the directors and auditors, the election of directors in the place of those vacating office and the appointment of, and the fixing of the remuneration of, the auditors. Special business

53. 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 and continues to be present until the conclusion of the meeting; save as herein otherwise provided, 2 members present in person or by proxy shall be a quorum. Quorum

54. 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 or to such other day and at such other time and place as the directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum. Dissolution or adjournment for want of quorum

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Chairman of general meetings

55. The chairman, if any, of the board of directors shall preside as chairman at every general meeting of the Company, or if there is no such chairman, or if he shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act or is absent from Hong Kong or has given notice to the Company of his intention not to attend the meeting, the directors present shall elect one of their number to be chairman of the meeting.

Election of chairman by members

56. If at any meeting no director is willing to act as chairman or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present shall choose one of their number to be chairman of the meeting.

Adjournment by chairman

57. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 10 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.

Voting

58. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded –

(a) by the chairman; or

(b) by at least 2 members present in person or by proxy; or

(c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or

(d) by a member or members holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

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 containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

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59. Except as provided in Article 61, 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.

Poll

60. 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.

Chairman's casting vote

61. A poll demanded on the election of a chairman 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, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

Timing of poll

Votes of Members

62. Subject to the rights or restrictions as to voting which may be attached to or imposed on any class of shares, on a show of hands every member present in person or by proxy or representative shall have one vote, and on a poll every member present in person or by proxy or representative shall have:

Number of votes

(a) one vote for each fully paid share of which he is the holder; and

(b) for each partly paid share that person holds, a fraction of one vote equal to the fraction:

$$\frac{AP}{NV} \quad \text{where:}$$

"AP" is the amount paid on the partly paid share;
"NV" is the nominal value of the partly paid share plus any premium paid or payable on that share.

A person entitled to cast more than one vote upon a poll need not use all his votes or cast all the votes he uses in the same way.

63. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register of members.

Joint holders

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

Members of unsound mind etc.

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All calls to be paid

65. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

Objections

66. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.

Proxies

67. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing, or, if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorized. A proxy need not be a member of the Company.

Deposit of instrument of proxy

68. 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 of the Company or at such other place within Hong Kong as is specified for that purpose in the notice convening the meeting, not less than 24 hours before the time for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll and in default the instrument of proxy shall be invalid. Deposit of an instrument of proxy shall not preclude a member from attending and voting at the meeting or at any adjournment thereof.

Forms of instrument of proxy

69. The proxy form must provide for the members to vote for or against each resolution. The board of directors may from time to time approve a form for use at a particular meeting.

Authority of proxy

70. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A proxy may vote on a show of hands but a person holding a proxy for more than one member has only one vote. Except as expressly provided by the instrument appointing a proxy, an appointment of a proxy confers authority to agree to a meeting being convened by shorter notice than is required by the Companies Ordinance or by these Articles and to a resolution being proposed and passed as a special resolution at a meeting of which less than 21 days' notice has been given.

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71. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

Validity of proxy vote notwithstanding death of principal etc.

72. Subject to the provisions of the Ordinance, a resolution in writing agreed by or on behalf of all the members for the time being entitled to receive notice of and to attend and vote at a general meeting or class meetings of the Company shall be treated as a resolution duly passed at the general meeting on the date on which it is signed by or on behalf of the last member to sign, and where relevant and permitted by the Ordinance, as a special resolution so passed, and may consist of two or more documents in like form each signed by or on behalf of one or more of the members.

Written resolution of members

Corporations acting by Representatives at Meetings

73. Any corporation which is a member of the Company may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorized shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

Corporate representative

Sole Member

74. Any provision of these Articles that refers (in whatever words) to –

Sole member

(a) the members or shareholders of the Company;

(b) a majority of members or shareholders of the Company; or

(c) a specified number or percentage of members or shareholders of the Company

shall, unless the context otherwise requires, apply with necessary modifications if at the relevant time the Company has only one person as a member or shareholder.

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Quorum if sole member

75. Notwithstanding any provision to the contrary in these Articles, if the Company has only one member, one member present in person or by proxy shall be a quorum of a meeting of the Company.

Directors

Number of directors and first directors

76. The number of the directors (other than alternate directors) shall not be less than two. The first director or directors shall be determined in writing by the founder member or founder members or a majority of them.

Remuneration and expenses of directors

77. The remuneration of the directors, if any, shall from time to time be determined by the Company by ordinary resolution. The directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the directors or any committee of the directors or general meetings of the Company or in connexion with the business of the Company.

Share qualification

78. The shareholding qualification for directors may be fixed by the Company by ordinary resolution, and unless and until so fixed no qualification shall be required.

Other directorship

79. A director of the Company may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and subject to the Ordinance, no such director shall be accountable to the Company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company unless the Company otherwise direct.

Appointment and removal of directors

80. (a) The directors may appoint any person to be an additional director or to fill a casual vacancy. Any director so appointed shall hold office until the first general meeting of members after his appointment and be subject to re-election at that meeting.

(b) Subject to Article 80(d), no person other than a director retiring at the meeting shall unless recommended by the directors be eligible for election to the office of director at any general meeting unless not less than 3 nor more than 21 days before the date appointed for the meeting there shall have been left at the registered office of the Company notice in writing, signed by a member duly qualified to attend and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing signed by that person of his willingness to be elected.

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(c) The Company may by ordinary resolution remove any director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Company.

(d) The Company may by ordinary resolution appoint another person in place of a director removed from office under Article 80(c), and without prejudice to the powers of the directors under Article 80(a) the Company in general meeting may appoint any person to be a director either to fill a casual vacancy or as an additional director.

(e) Any director who retires by rotation at a general meeting or who ceases to be a director at a general meeting in accordance with Article 80(a), is regarded as offering to be re-elected at that general meeting unless before the last date for nomination of directors the director gives to the Company written notice that the director is not available to be re-elected.

Disqualification of directors

81. The office of a director shall be vacated if the director –

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

(b) becomes of unsound mind;

(c) resigns his office by notice in writing to the Company;

(d) is convicted of an indictable offence;

(e) is removed by an ordinary resolution of the Company;

(f) has his office vacated or becomes prohibited from being a director under any of the provisions of the Ordinance or any order made under the Ordinance; or

(g) without special leave of absence from the board, is absent from meetings of the board of directors for 6 months consecutively, and his alternate director, if any, has not during that period attended in his stead and the board resolves that his office be vacated.

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Rotation of directors

82. At the annual general meeting one-third of the directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest one-third, shall retire from office. A director, other than the managing director, who has been in office for 3 years or more since the annual general meeting following his or her appointment, or for 3 years, whichever is longer, shall also retire from office. The directors to retire in every year shall be those who have been longest in office since their last election, but as between persons who became directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot, except where those directors are also directors of the Company's subsidiary, Astron Limited. In this case, the person who has been longest in office as director of Astron Limited shall retire. A retiring director shall be eligible for re-election.

Termination of executive director

83. The board of directors may revoke or terminate any appointment of a director to an executive office, but without affecting any claim for damages for breach of any employment contract between the director and the Company.

Alternate Directors

Power to appoint and remove alternate director

84. Any director (other than an alternate director) may appoint any other director, or any other person approved by the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. The directors may resolve to terminate the appointment after giving 7 days notice of intention to remove the alternate director to the directors who appointed the alternate director.

Position of alternate director

85. An alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not personally present, and generally to perform all the functions of his appointor as a director in his absence but shall not be entitled to receive any remuneration from the Company.

Effect of appointor ceasing to be director

86. An alternate director shall cease to be an alternate director if his appointor ceases to be a director.

Procedure on appointment or removal

87. Any appointment or removal of an alternate director shall be by notice to the Company signed by the director making or revoking the appointment or in any other manner approved by the directors.

Alternate not agent of appointor

88. Save as otherwise provided in these Articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

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Borrowing Powers

89. The directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and, subject to such approvals as may be required by the Ordinance, convertible debentures and convertible debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party. Borrowing powers

Powers and Duties of Directors

90. Subject to the provisions of the Ordinance, the Memorandum of Association and the Articles and to any directions given by the members of the Company by a special resolution, the business and affairs of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the directors by the Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors. Business of Company to be managed by directors

91. The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the directors may think fit and may also authorize any such attorney to delegate all or any of the powers, authorities and discretions vested in him. Appointment of attorney

92. The Company may exercise the powers conferred by section 35 of the Ordinance with regard to having an official seal for use abroad, and such powers shall be vested in the directors. Official seal

93. The Company may exercise the powers conferred upon the Company by section 103, 104 and 106 of the Ordinance with regard to the keeping of a branch register, and the directors may (subject to the provisions of those sections) make and vary such regulations as they may think fit respecting the keeping of any such register. Branch register

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Director's interest

94. (a) A director who is in any way, whether directly or indirectly, interested in a contract, arrangement or proposed contract or arrangement with the Company shall, if his interest in such contract, arrangement or proposed contract or arrangement is material, declare the nature of his interest at the earliest meeting of the directors at which it is practicable for him so to do in accordance with section 162 of the Ordinance.

(b) A director shall not vote in respect of any such contract or arrangement in which he is so interested, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the meeting, but neither of these prohibitions shall apply to-

i. any arrangement for giving any director any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the company; or

ii. any arrangement for the giving by the company of any security to a third party in respect of a debt or obligation of the company for which the director himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or

iii. any contract by a director to subscribe for or underwrite shares or debentures of the company; or

iv. any contract or arrangement with any other company in which he is interested only as an officer of the company or as holder of shares or other securities,

and these prohibitions may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, arrangement or transaction, by the company in general meeting. If there are not enough directors to form a quorum as a result of directors having an interest which disqualifies them from voting then one or more of the directors (including those who have the disqualifying interest in the matter) may call a general meeting of the Company and the general meeting may pass a resolution to deal with the matter.

(c) A director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of director for such period and on such terms (as to remuneration and otherwise) as the directors may determine and no director or intending director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any director is in any way interested, be liable to be avoided, nor shall any director so contracting or being so interested be liable to account to the Company for any profit realized by any such contract or arrangement by reason of such director holding that office or of the fiduciary relation thereby established.

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95. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the directors shall from time to time by resolution determine.

Execution of negotiable instruments

96. The directors shall cause minutes to be made in books provided for the purpose –

Keeping of minutes

(a) of all appointments of officers made by the directors;

(b) of the names of the directors present at each meeting of the directors and of any committee of the directors; and

(c) of all resolutions and proceedings at all meetings of the Company, and of the directors, and of committees of directors.

97. The directors on behalf of the Company may pay a gratuity or pension or allowance on retirement to any director who has held any other salaried office or place of profit with the Company or to the director's spouse or dependants and may make contribution to any fund and pay premiums for the purchase or provision of any such gratuity, pension or allowance.

Payment of gratuities and pensions

Proceedings of Directors

98. The directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. A director may, and the Secretary on the requisition of a director shall, at any time summon a meeting of the directors. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the chairman shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointor to a separate vote, on behalf of his appointor, in addition to his own vote.

Meetings of directors

99. The quorum necessary for the transaction of the business of the directors may be fixed by the directors, and unless so fixed at any other number, shall be 2. A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum.

Quorum

100. Questions arising at a meeting of directors must be decided by a majority of votes of directors present and voting. A decision of the majority is for all purposes a decision of the directors.

Voting

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Registrar of Companies
Hong Kong Special Administrative Region
香港特別行政區公司註冊處處長鍾麗玲

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Telephone Conference

101. The directors may participate in a meeting of the directors by means of conference telephone whereby all persons participating in the meeting can hear each other and participation in the meeting in such manner shall be deemed to constitute presence in person at such meeting and all the provisions in these Articles as to meetings shall, mutatis mutandis, be applicable.

Written resolution of directors

102. A resolution in writing, signed by all the directors for the time being or of a committee of directors, shall be as valid and effectual from the time the last director signs as if it had been passed at a meeting of the directors duly convened and held or, as the case may be, a committee of directors duly convened and held, and may consist of two or more documents in the same form, each signed by one or more of the directors. A resolution signed by an alternate director need not also be signed by his appointor and, if it is signed by a director who has appointed an alternate director, it need not be signed by the alternate director in that capacity. A telex, facsimile message or cable (or any other message sent by electronic means) sent by or at the direction of a director or an alternate director shall be deemed to be a document signed by him for the purposes of this Article.

Reduction in number of directors

103. The continuing director or directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by the Articles as the quorum for directors meetings, the continuing director or directors may act for the purposes of increasing the number of directors to that number or of summoning a general meeting of the Company, but for no other purpose.

Chairman of directors' meeting

104. The directors may elect a chairman of their meetings and determine the period for which he is to hold office; but if no such chairman is elected, or if at any meeting the chairman is not present within 10 minutes after the time appointed for holding the same, the directors present may choose one of their number to be chairman of the meeting. The chairman has a casting vote unless there are only 2 directors present at the meeting or the vote is on a question on which only 2 directors are eligible to vote.

Committee of directors

105. The directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the directors. The exercise of a power by a committee in accordance with the Articles is to be treated as the exercise of that power by the board of directors.

Chairman of committee

106. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.

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107. Subject to the charter of a committee, a committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and, subject to the charter of a committee in the case of an equality of votes the chairman shall have a second or casting vote.

Committee meetings

108. All acts done by any meeting of the directors or of a committee of directors or by any person acting as a director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such director or person 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 director.

Validity of acts of directors

Managing Director

109. The directors may from time to time appoint one or more of their body to the office of managing director for such period and on such terms as they think fit, and, subject to the terms of any agreement entered into in any particular case, may revoke such appointment. A director so appointed shall not, whilst holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of directors. The appointment shall be automatically determined if the director so appointed cease from any cause to be a director.

Appointment of managing director

110. A managing director shall receive such remuneration (whether by way of salary, commission or participation in profits, or partly in one way and partly in another) as the directors may determine. The remuneration of the managing or executive director must not include a compensation on or percentage of operating revenue.

Remuneration

111. The directors may entrust to and confer upon a managing director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.

Powers of managing director

Secretary

112. The Secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

Appointment of secretary

113. Any provision of the Ordinance or these Articles requiring or authorizing a thing to be done by or to a director and the Secretary shall not be satisfied by its being done by or to the same person acting both as director and as, or in place of, the Secretary.

Avoidance of acts performed in dual capacity

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The Seal

Seal

114. The directors shall provide for the safe custody of the seal, which shall only be used by the authority of the directors or of a committee of the directors authorized by the directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a director and shall be countersigned by the secretary or by a second director or by some other person appointed by the directors for the purpose.

Dividends and Reserve

Declaration of dividends

115. The Company by ordinary resolution may declare dividends, but no dividend shall exceed the amount recommended by the directors.

Interim dividends

116. The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the Company.

Dividends only out of profits

117. No dividend shall be paid otherwise than out of profits in accordance with the provisions of Part IIA of the Ordinance.

Reserve

118. The directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the directors may from time to time think fit. The directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.

Dividends to relate to amount paid on shares

119. Subject to the rights of persons, if any, entitled to shares with special rights as to dividend, all dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in respect whereof the dividend is paid, but no amount paid or credited as paid on a share in advance of calls shall be treated for the purposes of this Article as paid on the share. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend as from a particular date such share shall rank for dividend accordingly.

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120. The directors may deduct from any dividend payable to any member all sums of money (if any) presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

Deductions

121. Any general meeting declaring a dividend or bonus may direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid up shares, debentures or debenture stock of any other company or in any one or more of such ways, and the directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution, the directors may settle the same as they think expedient, and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the directors.

Specie dividend

122. Any dividend, bonus, interest or other moneys payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the register of members or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to the order of such other person as the holder or joint holders may in writing direct. Any one of 2 or more joint holders may give effectual receipts for any dividends, bonuses, interest or other moneys payable in respect of the shares held by such joint holders.

Payments of dividends etc.

123. No dividend shall bear interest against the Company.

Dividends not to bear interest

124. During a breach of the Listing Rules relating to Restricted Securities or a breach of a restriction agreement (being an agreement referred to in Listing Rule 15.12.3 relating to the Restricted Securities), the holder of the Restricted Securities is not entitled to any dividend or distribution, or voting rights, in respect of their Restricted Securities.

Restricted Securities

125. The directors may grant to members or a class of members the right to elect to reinvest cash dividends paid by the Company by subscribing for shares in the Company on the terms and conditions determined by the directors.

Dividend reinvestment

126. The directors may establish a scheme under which members or a class of members have the option to elect to forego the right to receive dividends payable in cash in respect of any shares or classes of shares and to receive instead an issue of shares in the Company credited as fully paid.

Dividend or fully paid bonus share election

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Bonus Share Scheme Rules

127. When establishing a Bonus Share Scheme the directors must determine the Scheme Rules in compliance with the Ordinance. The directors at any time may amend, add to or revoke the Scheme Rules. The Scheme Rules may:

(a) permit members to participate in the Bonus Share Scheme either in relation to a proposed dividend of the Company or in relation to all dividends to which the members would be entitled while the election is in force; and

(b) permit the directors to determine a limit on the proportion of the dividends payable on any shares or class of shares the subject of an election.

128. The Scheme Rules must specify the method of calculation of the number of shares to be allotted to members in substitution for the dividends that would be payable in cash on Participating Shares if an election was not made in respect of those shares.

Election to participate in Bonus Share Scheme

129. An election to participate in a Bonus Share Scheme must be made by the member giving notice in writing to the Company. A notice of election must:

(a) be given within the time specified by the directors;

(b) be in a form specified in the Scheme Rules; and

(c) specify the shares held by the Member in respect of which the election is made.

130. A notice of election to participate in a Bonus Share Scheme may be withdrawn in the manner specified in the Scheme Rules.

131. While an election is in force in respect of Participating Shares:

(a) dividends may not be declared or paid in cash on the Participating Shares in excess of the Cash Entitlement; and

(b) dividends in excess of the Cash Entitlement on the Participating Shares may be declared and satisfied only by the directors resolving to capitalise an amount standing to the credit of the share premium account and by applying that amount in paying up in full unissued shares to be allotted to members holding the Participating Shares, in accordance with the Scheme Rules.

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132. An election is of no effect to the extent that the Company has insufficient unissued share capital or reserves to lawfully give effect to the election.

133. The powers given to the directors by this Article are additional to the provisions for capitalisation of profits and reserves provided by these Articles.

Accounts

134. The directors shall cause proper books of account to be kept with respect to – Keeping of accounts

(a) all sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;

(b) all sales and purchase of goods by the Company; and

(c) the assets and liabilities of the Company.

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 Company's affairs and to explain its transactions.

135. The books of account shall be kept at the registered office of the Company, or, subject to section 121(3) of the Ordinance, at such other place or places as the directors think fit, and shall always be open to the inspection of the directors. Where to be kept

136. The directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorized by the directors or by the Company by ordinary resolution. Inspection by members

137. The directors shall from time to time, in accordance with the provisions of the Ordinance, cause to be prepared and to be laid before the Company in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are required by the Ordinance. Statutory requirements

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Accounts to be circulated to members

138. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in general meeting, together with a copy of the directors' report and a copy of the auditors' report, shall not less than 21 days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company and to all persons other than members or holders of debentures of the Company, being persons entitled to receive notices of general meetings of the Company.

Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

Capitalization of Profits

Capitalization of profits

139. The Company may upon the recommendation of the directors and by ordinary resolution resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution, and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the directors shall give effect to such resolution.

Restriction on application of shares premium account and capital redemption reserve fund

Provided that a share premium account and a capital redemption reserve fund may, for the purposes of this Article only be applied in the paying up of unissued shares to be allotted to members of the Company as fully paid bonus shares.

Implementation

140. Whenever such a resolution as aforesaid shall have been passed the directors shall make all appropriations and applications of the undivided profits resolved to be capitalized thereby, and all allotments and issues of fully-paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the directors to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorize any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalization, or (as the case may require) for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalized, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

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Audit

141. Auditors shall be appointed and their duties regulated as provided in the Ordinance. Auditors

Notices

142. A notice may be given by the Company to any member either personally or by sending it by post to him at his registered address, within or outside Hong Kong, or (if he has no registered address within Hong Kong) to the address, if any, within Hong Kong supplied by him to the Company 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, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting sent to a member at his registered address in Hong Kong at the expiration of 48 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post, provided always that notices despatched to addresses outside Hong Kong shall be sent by air mail. Notices, how given

143. A notice may also be given by the Company to any member, by way of facsimile or email or any other form of electronic transmission in accordance with the provisions of the Ordinance. Where a notice is sent by facsimile or email, it shall be deemed to be effected by using the facsimile number or email address last supplied by the member to the Company for the purposes of giving notices to him. Where a notice is sent by facsimile or email, it shall be deemed effected 48 hours after it is sent. Electronic notices

144. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the register of members in respect of the share. Notice to joint holders

145. A notice may be given by the Company to the persons entitled to a share in consequence of the death or bankruptcy of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the persons claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred. Notice to persons entitled on death or bankruptcy

146. Notice of every general meeting shall be given in any manner hereinbefore authorized to – Persons entitled to receive notice of general meeting

(a) every member for the time-being of the Company;

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(b) every person entitled to a share in consequence of the death or bankruptcy of a member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting; and

(c) the auditors for the time being of the Company.

No other person shall be entitled to receive notices of general meetings.

Deemed receipt of notice

147. A member present in person or by proxy at any meeting of the Company or of the holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which the meeting was called.

Winding Up

Distribution in specie and vesting in trustees

148. If the Company shall be wound up the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Ordinance, divide amongst the members in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose, set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

Indemnity

Indemnity of officers

149. Every director, managing director, secretary and other officer for the time being of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in relation to the Company in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connexion with any application under section 358 of the Ordinance in which relief is granted to him by the court.

Insurance for officers

150. The Company may purchase and maintain for any director, managing director, agent, auditor, Secretary and other officer for the time being of the Company—

(a) insurance against any liability to the Company, a related company or any other party in respect of any negligence, default, breach of duty or breach of trust (save for fraud) of which he may be guilty in relation to the Company or a related company; and

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(b) insurance against any liability incurred by him in defending any proceedings, whether civil or criminal, taken against him for any negligence, default, breach of duty or breach of trust (including fraud) of which he may be guilty in relation to the Company or a related company.

Related company means any company that is the Company's subsidiary or holding company or a subsidiary of the Company's holding company.

Listing Rules of ASX

151. If the Company is admitted to the Official List of ASX, for so long as the Company is admitted to the Official List of ASX, the following clauses apply:

(a) notwithstanding anything contained in these Articles, if the Listing Rules prohibit an act being done, the act shall not be done;

(b) nothing contained in these Articles prevents an act being done that the Listing Rules require to be done;

(c) if the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be);

(d) if the Listing Rules require these Articles to contain a provision and it does not contain such a provision, these Articles are deemed to contain that provision;

(e) if the Listing Rules require these Articles not to contain a provision and it contains such a provision, these Articles are deemed not to contain that provision; and

(f) if any provision of these Articles is or becomes inconsistent with the Listing Rules, these Articles are deemed not to contain that provision to the extent of the inconsistency.

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Names, Addresses and Descriptions of Founder Members

For and on behalf of
ASTRON LIMITED

(Sd.) Mark NIELSON
Secretary
Level 19, 2 Market Street
Sydney NSW 2000
Australia
Corporation

For and on behalf of
DONALD MINERAL SANDS PTY LIMITED

(Sd.) Mark NIELSON
Secretary
Level 19, 2 Market Street
Sydney NSW 2000
Australia
Corporation

Dated this 29th day of November, 2011

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