

THE COMPANIES ORDINANCE (CHAPTER 32)

Company Limited by Guarantee and Not Having a Share Capital

MEMORANDUM OF ASSOCIATION

OF

The BBA Alumni Association of The Faculty of Business Administration of The Chinese University of Hong Kong Limited (香港中文大學工商管理學院本科生校友會有限公司)

1. The Name of the Company is "The BBA Alumni Association of The Faculty of Business Administration of The Chinese University of Hong Kong Limited (香港中文大學工商管理學院本科生校友會有限公司) (hereinafter referred as "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:

(a) To promote friendship and co operation amongst past BBA students of The Faculty of Business Administration of The Chinese University of Hong Kong (hereinafter called "The Faculty").

(b) To establish closer relationship between Members of the Association, the Faculty, the existing students and the business community thereof.

(c) To promote the studies and research of Business Administration.

(d) To provide facilities for social intercourse between Members of the Association and their friends and to afford them all or any of the usual privileges, advantages, conveniences and accommodation of a club.

(e) To establish, undertake, superintend, administer and contribute to any charitable or benevolent fund from whence may be made donations or advances to deserving persons including scholarship funds to existing students of the Faculty.

(f) Subject to the provisions of Section 17 of the Companies Ordinance, Chapter 32 and the Charities (Land Acquisition) Ordinance 1958, to purchase, take or lease, or in exchange, hire or otherwise acquire any lands or buildings and any rights or privileges necessary or convenient for the purposes of the Association.

(g) To borrow any money required for the purposes of the Association upon such terms and on such securities as may be determined by the Association in a General Meeting.

(h) To invest the moneys of the Association not immediately required upon such securities or otherwise in such manner as may from time to time be determined.

(i) To organize institutions for the advance of social welfare and general education for the public.

(j) To carry out, establish, construct, maintain, improve, manage and superintend, or to assist in the carrying out, establishment, construction, maintenance, improvement, management of superintendance of schools, either primary or secondary or for higher education, and either free or at reduced fees, hostels, training and recreational centres, libraries, clubs, gymnasiums, hospitals, clinics, maternity homes, nurseries, dispensaries, orphanages, homes for the aged and stations for benevolent purposes.

(k) To accept subscriptions, donations, devises and bequests of any movable or immovable property or funds for all or any of the purposes aforesaid.

(l) To manage, improve and maintain all or any part of the lands, buildings, easements and property of the Association and to demise, underlet, exchange, mortgage, sell or otherwise deal with and dispose of the same either together or in portions, and for such considerations as the Association may think fit, and, in particular, for shares, debentures or securities of any company purchasing the same.

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

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

4. The income and property of the Association whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth herein; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Association provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association in return for any service actually rendered to the Association, nor prevent the payment of interest at a rate of 3% per annum over the best lending rate from time to time of the Hong Kong Association of Bank.

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 during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before he ceases to be a member,

and the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required, not exceeding the sum of one hundred dollars.

7. If upon the winding up of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions which has or have objects similar to the objects of the Association, such institution or institutions to be determined by the members of the Association before the time of dissolution, or in default thereof by a judge of the Supreme Court of Hong Kong having jurisdiction in regard to charitable funds; and if so far as effect cannot be given to the aforesaid provisions then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Association and the matter 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, 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 authorised Auditor or Auditors.

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

Name, Addresses and Descriptions of Subscribers

(Sd.) Dr. Japhet S. Law (羅文鈺) Associate Dean, Faculty of Business Administration The Chinese University of Hong Kong Shatin Hong Kong

(Sd.) Dr. Chan Chi Fai Andrew (陳志輝) Associate Dean, Faculty of Business Administration The Chinese University of Hong Kong Shatin Hong Kong

Dated the 14th day of July, 1995. WITNESS to the above signatures:

(Sd.) WILFRED CHEE WAH LEE Solicitor Room 1122, Swire House Central, Hong Kong