

Territory of the British Virgin Island

The International Business Companies Act

Articles of Association of

Oooo xxxx International CO., Ltd.

英屬維京群島領土 oooo xxxx 國際有限公司之國際商業公司法法規

Preliminary 初文(前言)

1. In these Articles, if not inconsistent with the subject or context, the words and expressions standing in the first column of the following table shall bear the meanings set opposite them respectively in the second column thereof.

以下條文中第一欄位的字義, 如果沒有疑慮, 應符合相對應第二欄位中之釋義

<u>Words</u>	<u>Meanings</u>
capital 資本額	The sum of the aggregate par value of all outstanding shares with par value of the company and shares with par value held by the Company as treasury shares plus 資本額係指公司所有流通在外含面值股票與本公司持有含面值庫藏股加上以下 a. b. 之總和 a. the aggregate of the amounts designated as capital of all outstanding shares without par value of the company and a. 公司發行流通在外無面值股票及 b. the amounts as are from time to time transferred from surplus to capital by a resolution of directors. 被有決議權之董事,時而將盈餘轉至資本額之金額
Member 股東	a person who holds the shares in the company 凡持有公司股票之自然人
Person 帶有職權者	An individual, a corporation, a trust, the estate of a deceased individual, a partnership or an incorporated association of persons 可為個人, 公司, 信託, 被遺產贈與之個人, 合夥人, 或成立組織之人

Resolution of directors a. a resolution approved at a duly constituted meeting of directors of the Company or of a committee of directors of the Company by the affirmative vote of a simple majority of the directors present at the meeting who voted and did not abstain; or

董事決議 係指一項經由組成公司之董事在正式會議中所批准或多數董事出席，全體表決贊成無棄權情況下所得之決議

b.a resolution consented to in writing by all directors or of all members or the committee , as the case may be.

依情況而定由全體董事會或委任委員會成員以書面型式所得之決議

except that where a director is given more than one vote, he shall be counted by the number of votes he casts for the purpose of establishing a majority

但若其中一位董事多被賦與一張選票則他將得以多數達成其目的之決議

Resolution of Members 股東決議 a. A resolution approved at a duly convened and constituted meeting of the members of the Company by the affirmative vote of

以公司股東出席經正式召開會議後，所投贊成票數之

1. a simple majority of the votes of the shares entitled to vote thereon which were present at the meeting and were voted and did not abstain, or

絕對多數出席並在會議中全數投票無棄權情況下所得之決議

2. a simple majority of the votes of each class or series of shares which were present at the meeting and entitled to vote thereon as a class or series and were voted and did not abstain and of a simple majority of the votes of the remaining shares entitled to vote thereon which were present at the meeting and were voted and did not abstain, or

以一類別或一序列股份就每類別或每序列股份的絕對多數票及其他剩餘股份的絕對多數票且無棄權下之決議

b.a resolution consented to in writing by

以書面

1. an absolute majority of the votes of shares entitled to vote thereon, or
經由絕對多數同意投票之決議或
2. an absolute majority of the votes of each class or series of shares entitled to vote thereon as a class or series and of an absolute majority of the votes of the remaining shares entitled to vote thereon,
以一類別或一序列股份就每類別或每序列股份的絕對多數票及其他剩餘股份的絕對多數票且無棄權下之決議

Securities 證券	shares and debt obligations of every kind, and options, warrants and rights to acquire shares, or debt obligations. 各種股票或債券的認股權證及認購債券
Surplus 盈餘	The excess, if any, at the time of the determination of the total assets of the Company over the aggregate of its total liabilities, as shown in its books of account, plus the Company's capital. 公司在結帳時總資產超過總負債與公司資本之總額
The memorandum 備忘錄	The memorandum of Association of the company as originally registered or as from time to time amended. 可為原公司章程不及備載之修訂
The Act 該法條	The International Business Companies Act(Cap. 291) including any modification, extension, re-enactment or renewal thereof and any regulations made thereunder. 係指 國際商業公司法（第 291 章），包括任何修改， 擴展，重新制定或重建的方式及依此法作出的任何 規定。
The Seal 印章	Any Seal which has been duly adopted as the Seal of the Company. 任何被公司所認可之印章
These Articles 本章程	These Articles of Association as originally registered or as from time to time amended. 指原先註冊時或期間依需要不定時修改之章程
Treasury shares	Shares in the Company that are not issued or that were

庫藏股

previously issued but were repurchased, redeemed or otherwise acquired by the Company and not cancelled.
公司未發行或先前已發行但被公司購回或贖回之股票

“Written” or any term of like import includes words typewritten, printed, painted, engraved, lithographed, photographed or represented or reproduced by any mode of representing or reproducing words in a visible form, including telecopier, telex, telegram, cable, or other form of writing produced by electronic communication.

以一個可見的形式，“書面”或任何條款，如進口包括文字打字，印刷，彩

繪，雕刻，石印，拍照或代表或以任何方式複製或複製的文字，包括電傳，

電傳，電報，電纜，或其他書面形式製作的電子通訊。

Save as aforesaid any words or expressions defined in the Act shall bear the same meaning in these Articles.

這些條款，除上述規定的任何字或詞句在該法條中應符合相同的意義。

Whenever the singular or plural number, or the masculine, feminine or neuter gender is used in these Articles, it shall, where the context admits, include the others.

上述公司法條適用所有人(包括男性, 女性, 或中性, 或其他未提及之人)

A reference in these Articles to voting in relation to shares shall be construed as a reference to voting by members holding the shares except that it is the votes allocated to the shares that shall be counted and not the number of members who actually voted and a reference to shares being present at a meeting shall be given a corresponding construction.

在本法中有關股份的投票權應釋義為擁有表決權之股東，除非是被賦予投票權之人應計入，而不是擁有股份出席會議投票即可

A reference to money in these Articles is a reference to the currency of the United States of America unless otherwise stated.

法條中有關金額部份皆指美元除非另行規定

Registered Shares 記名股票

2.The Company shall issue to every member holding registered shares in the Company a certificate signed by a director or officer of the Company under Seal of the Company specifying the share or shares held by him and the signature of the

director or officer and the Seal may be facsimiles.

本公司將發給握有公司記名股票成員一份經由公司董事或高階主管所簽署記載股份與名稱之封印證明文件，此封印文件得以傳真形式為之

3. Any member receiving a share certificate for registered shares shall indemnify and hold the Company and its directors and officers harmless from any loss or liability which it or they may incur by reason of wrongful or fraudulent use or representation made by any person by virtue of the possession therefore. If a share certificate for registered shares is worn out or lost it may be renewed on production of the worn out certificate or on satisfactory proof of its loss together with such indemnity as may be required by a resolution of directors.

任一持有公司記名股票之股東須依持有之股份負擔公司因經營者錯誤或詐欺性之損失與負債如果登記的股份份額證書磨損或丟失，可經由董事會決議再次更新

4. If several persons are registered as joint holders of any shares, any one of such persons may give an effectual receipt for any dividend payable in respect of such shares.

如果幾個人登記為任何股份之聯名持有人，任何一名該等人士可依據該等股份支付任何股息。

Bearer Shares 無記名股票

5. Subject to a request for the issue of bearer shares and to the payment of the appropriate consideration for the shares to be issued, the Company may, to the extent authorized by the memorandum, issue bearer shares to, and at the expense for, such person as shall be specified in the request. The Company may also upon receiving a request in writing accompanied by the share certificate for the shares in question, exchange registered shares for bearer shares or may exchange bearer shares for registered shares. Such request served on the Company by the holder of bearer shares shall specify the name and address of the person to be registered and unless the request is delivered in person by the bearer shall be authenticated as hereinafter provided.

公司可依特殊情況發行無記名股票，記名股票與無記名股票可互換，這樣的要求無記名股票持有人應以書面送達本公司並指定註冊人的名稱和地址，除非請求人持票人交付否則應下文規定認證。

Such request served on the Company by the holder of bearer shares shall also be accompanied by any coupons or talons which at the date of such delivery have not become due for payment of dividends or any other distribution by the Company to the holders of such shares. Following such exchange the share certificate relating to the exchanged shares shall be delivered as directed by the member requesting the exchange.

無記名股票持有人亦須交付公司發行未到期息票或息票調換卷,以此視同董事同意交換

6. Bearer shares certificates shall be under the Seal and shall state that the bearer is entitled to the shares therein specified, and may provided by coupons, talons or otherwise for the payment of dividends or other moneys on the shares included therein.

無記名股票證書,須列明持有人之股份並用公印,並得以附息票券,息票調換卷或以股息或其他款項方式提供。

7. Subject to the provisions of the Act and of these Articles the bearer of a bearer share certificate shall be deemed to be a member of the company and shall be entitled to the same rights and privileges as he would have had if his name had been included in the share register of the Company as the holder of the shares.

根據此公司法規定,這些記名股票證書的持有人應被視為該公司的成員,並應享有同樣的權利和特權,因為他們的名字已列入本公司股東名冊的股份持有人。

8. Subject to any specific provisions in these Articles, in order to exercise his rights as a member of the Company, the bearer of a bearer share certificate shall produce the bearer share certificate as evidence of his membership of the Company. Without prejudice to the generality of the foregoing, the following rights may be exercised in the following manner:

在這些法條中的任何具體的規定,為了行使作為本公司成員的權利,這些無記名股票持有人,須出示記名股票證書作為他是公司成員的證據。在不損害前述條文的一般性,可以行使下列權利在下列方式:

- a. for the purpose of exercising his voting rights at a meeting, the bearer of a bearer share certificate shall produce such certificate to the chairman of the meeting;

為了在會議中行使投票權,這些無記名股票持有人須向主持會議之主席出示記名股票證書

- b. for the purpose of exercising his vote on a resolution in writing the bearer of a bearer share certificate shall cause his signature to any such resolution to be authenticated as hereinafter set forth;

這些無記名股票持有人若以書面在會議中行使投票權須簽名驗證

- c. for the purpose of requisitioning a meeting of members, the bearer of a bearer share certificate shall cause his signature to any such resolution to be authenticated as hereinafter set forth;

為了徵用會議成員，記名股票證書的持有人應簽名決議；

- d. for the purpose of receiving dividends, the bearer of the bearer share certificate shall present at such places as may be designated by the directors any coupons or talons issued for such purpose, or shall present the bearer share certificate to any paying agent authorized to pay dividends.

為了收取股息，記名股票證書的持有人，在由董事委任發行任何付息票據或息票交換券及被授權支付股息的任何付款代理時，應當出示記名股票證書

9. The signature of the bearer of a bearer share certificate shall be deemed to be duly authenticated if the bearer of the bearer share certificate shall produce such certificate to a notary public or a bank manager or a director or officer of the Company (herein referred to as an "authorized person") and if the authorized person shall endorse the document bearing such signature with a statement;

如果記名股票證書的持有人須出示此類證書，公證機構或銀行經理或本公司的董事或人員（以下簡稱記名股票證書的持有人簽名的經正式認證的，應被視為“授權人”），如果授權人應通過一份聲明中附有這樣的簽名的文件；

- a. identifying the bearer share certificate produced to him by number and date and specifying the number of shares and the class of shares (if appropriate) comprised therein;
定義股份的數量與日期
- b. confirming that the signature of the bearer of the bearer share certificate was subscribed in his presence and that if the bearer is representing a body corporate he has so acknowledged and has produced satisfactory evidence thereof.

確認記名股票證書的持有人的親自簽名，如果記名股票證書的持有人為一個法人團體亦同。

- c. specifying the capacity in which he is qualified as an authorized person and, if a notary public, affixing his seal thereto or, if a bank manager, attaching an identifying stamp of the bank of which he is a manager.

在指定符合資格的授權人時

10. Notwithstanding any other provisions of these Articles, at any time, the bearer of a bearer share certificate may deliver the certificate for such shares into the custody of the Company at its registered office, whereupon the Company shall issue a receipt

therefor under the Seal signed by a director or officer identifying by name and address the person delivering such certificate and specifying the date and number of the bearer share certificate so deposited and the number of shares comprised therein. Any such receipt may be used by the person named therein for the purpose of exercising the rights vested in the shares represented by the bearer share certificate so deposited including the right to appoint a proxy. Any bearer share certificate so deposited shall be returned to the person named in the receipt or his representative if such person be dead and thereupon the receipt issued therefore shall be of no further effect whatsoever and shall be returned to the Company for cancellation or, if it has been lost or mislaid, such indemnity as may be required by resolution of directors shall be given to the Company.

僅管依據法條,不記名股票持有人的記名股票證書得以書面郵寄至公司登記之辦公地址,因此公司應出示經由董事或公司主管用印載明日期,股數, 持有人姓名, 地址或股利之正式收據.任一此類收據持有人可被視同可行使公司成員之權利包括代理委任權. 如持有人死亡, 應移轉到被指名的人或他的代表, 隨即發出的收據, 因此沒有進一步的效果均應退還本公司註銷, 或者如果它已丟失或放錯應給予該公司董事決議之賠償。

11. The bearer of the bearer share certificate shall for all purposes be deemed to be the owner of the shares comprised in such certificate and in no circumstances shall the Company or the Chairman of any meeting of members or the Company's registrars or any director or officer of the Company or any authorized person be obliged to inquire into the circumstances whereby a bearer share certificate came into the hands of the bearer thereof, or to question the validity or authenticity of any action taken by the bearer of a bearer share certificate whose signature has been authenticated as provided herein.

記名股票證書持有人一經簽名驗證, 其效力便不容質疑

12. If the bearer of a bearer share certificate shall be a corporation, then all the rights exercisable by virtue of such shareholding may be exercised by an individual duly authorized to represent the corporation but unless such individual shall acknowledge that he is representing a corporation and shall produce upon request satisfactory evidence that he is duly authorized to represent the corporation, the individual shall for all purposes hereof be regarded as the holder of the shares in any bearer share certificate held by him.

如果記名股票證書的持有人是一個公司, 必須指定授權個人並出示正式證明此人完全代表其行使權益。

13. The directors may provide for payment of dividends to the holders of bearer

shares by coupons or talons and in such event the coupons or talons shall be in such form and payable at such time and in such place or places as the directors shall resolve. The Company shall be entitled to recognize the absolute right of the bearer of any coupon or talon issued as aforesaid to payment of the dividend to which it relates and delivery of the coupon or talon to the Company or its agents shall constitute in all respects a good discharge of the Company in respect of such dividend.

公司董事經決議後得以付息票券或息票調換券支付股息，一經成立則本公司對前述持有記名股票證書之自然人與法人負有清償責任

14. If any bearer share certificate, coupon or talon worn out or defaced, the directors may, upon the surrender thereof for cancellation, issue a new one in its stead, and if any bearer share certificate, coupon or talon be lost or destroyed, the directors may upon the loss or destruction being established to their satisfaction, and upon such indemnity being given to the Company as it shall by resolution of directors determine, issue a new bearer share certificate in its stead, and in either case on payment of such sum as the .company may from time to time by resolution of directors require. In case of loss or destruction the person to whom such new bearer share certificate, coupon or talon is issued shall also bear and pay to the Company all expenses incidental to the investigation by the Company of the evidence of such loss or destruction and to such indemnity.

記名股票證書，付息票券或息票調換券若損毀，本公司得經董事決議後收回並發給新的記名股票證書，付息票券或息票調換券。但持有人須負擔公司經重發所需之驗證調查等費用

Shares, Authorized Capital and Capital 股份，法定資本與資本

15. Subject to the provisions of these Articles and any resolution of members the unissued shares of the Company shall be at the disposal of the directors who may without prejudice to any rights previously conferred on the holders of any existing shares or class or series of shares, offer, allot, grant options over or otherwise dispose of the shares to such persons, at such times and upon such terms and conditions as the Company may by resolution of directors determine.

依本法公司發行股份及未發行股份或分配或重置均須經董事會決議

16. Shares in the Company shall be issued for money, services rendered, personal property, an estate in real property, a promissory note or other binding obligation to contribute money or property or any combination of the foregoing as shall be determined by a resolution of directors.

公司得為出資主管, 其已提供之服務, 動產, 不動產等發行股份

17. Shares in the Company may be issued for such amount of consideration as the directors may from time to time by resolution of directors determine, except that in the case of shares with par value, the amount shall not be less than the par value, and in the absence of fraud the decision of the directors as to the value of the consideration received by the Company in respect of the issue is conclusive unless a question of law is involved. The consideration in respect of the shares constitutes capital to the extent of the par value and the excess constitutes surplus.

公司發行股數須考量其每股面額, 不得隨意增減

18. A share issued by the Company upon conversion of, or in exchange for, another share or a debt obligation or other security in the Company, shall be treated for all purposes as having been issued for money equal to the consideration received or deemed to have been received by the Company in respect of the other share, debt obligation or security.

公司為轉換債權而發行股票視同籌措現金負有償債義務

19. Treasury shares may be disposed of by the Company on such terms and conditions (not otherwise inconsistent with these Articles) as the Company may by resolution of directors determine.

公司在不違反法條下可收回庫藏股

20. The Company may issue fractions of a share and a fractional share shall have the same corresponding fractional liabilities, limitations, preferences, privileges, qualifications, restrictions, rights and other attributes of a whole share of the same class or series of shares.

公司可發行零星股且依其比例同其他類股有相同權利與義務

21. Upon the issue by the Company of a share without par value, if an amount is stated in the Memorandum to be authorized capital represented by such shares then each share shall be issued for no less than the appropriate proportion of such amount which shall constitute capital, otherwise the consideration in respect of the share constitutes capital to the extent designated by the directors and the excess constitutes surplus, except that the directors must designate as capital an amount of the consideration that is at least equal to the amount that the share is entitled to as

a preference, if any, in the assets of the Company upon liquidation of the Company.

發行無面額股票的金額應與備忘錄中之記載相當，不得超過比例，否則須以公司盈餘提撥以符合公司未來清算要

22. The Company may purchase, redeem or otherwise acquire and hold its own shares but only out of surplus or in exchange for newly issued shares of equal value but no purchase, redemption or other acquisition shall be made unless the directors determine that immediately after the purchase, redemption or other acquisition the Company will be able to satisfy its liabilities as they become due in the ordinary course of its business and the realizable value of the assets of the company will not be less than the sum of its total liabilities, other than deferred taxes, as shown in the books of account, and its capital and, in the absence of fraud, the decision of the directors as to the realizable value of the assets of the Company is conclusive, unless a question of law is involved.

該公司可以在盈餘更換但非新認購或董事經考慮可遞延稅項及資產負債會計帳在不違反法條情況下購買，贖回或以其他方式取得並持有自己的股份

23. A determination by the directors under the preceding Article is not required where shares are purchased, redeemed or otherwise acquired.

- a. pursuant to a right of a member to have his shares redeemed or to have his shares exchanged for money or other property of the Company;
- b. by virtue of a transfer of capital pursuant to Article 40;
- c. by virtue of the provisions of Section 83 of the Act; and
- d. pursuant to an order of the court

董事可依據下列條文決議是否購買，贖回或以其它方式購回股票

- a. 公司以資金或其他資產向公司成員交換或贖回其股份
- b. 依據本法第 40 條資本移轉時

c. 憑藉該法第 83 條的規定;

d. 根據法庭秩序

24. Shares that the Company purchases, redeems or otherwise acquires pursuant to Article 22 may be cancelled or held as treasury shares unless the shares are purchased, redeemed or otherwise acquired out of capital and would otherwise infringe upon the requirements of Article 41, 42, and 43, or to the extent that such shares are in excess of 80 percent of the issued shares of the Company, in which case they shall be cancelled but they shall be available for reissue.

公司購買、贖回或以其他方式取得股份根據第 22 條可能被取消或除非股份購買、贖回或以其他方式取得的資金，作為庫存股份持有的股份，否則會侵犯第 41 條，42 和 43 的要求，或該等股份超過已發行股份的 80%，在這種情況下，他們將被取消，但公司可為補發行。

Upon the cancellation of a share the amount included as capital of the Company with respect to that share shall be deducted from the capital of the Company.

當股票被撤銷時，該部份金融應自公司資本額中扣除

25. Where shares in the Company are held by the Company as treasury shares or are held by another company of which the Company holds, directly or indirectly, shares having more than 50 percent of the votes in the election of directors of the other company, such shares of the Company are not entitled to vote or to have dividends paid thereon and shall not be treated as outstanding for any purpose except for purposes of determining the capital of the Company.

凡由本公司持有本公司股份作為庫藏股，或由本公司直接或間接的為了其他公司董事的選舉持有另一家公司超過 50% 的選票的股份，則該等股份持有在本公司無權投票或支付股息，不得被視為本公司流通在外的資本。

26. No notice of a trust, whether expressed, implied or constructive, shall be entered in the share register.

無論是書面信託，默許信託或推定信託皆應在辦理股份過戶手續時為之

Lien 留置權(扣押權)

27. The Company shall have a first and paramount lien of every share issued for a promissory note or for any other binding obligation to contribute money or property or any combination thereof to the Company, and the Company shall also have a first and paramount lien on every share standing registered in the name of a member, whether singly or jointly with any other person or persons, for all the debts and liabilities of such member or his estate to the company, whether the same shall have been incurred before or after notice to the Company of any interest of any person other than such member, and whether the time for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such member or his estate and any other person, whether a member of the Company or not. The Company's lien on a share shall extend to all dividends payable thereon. The directors may at any time either general, or on any particular case, waive any lien that has arisen or declare any share to be wholly or in part exempt from the provisions of this Article.

公司針對其所發行之股份較公司成員與股東有優先留置權，公司的每股留置權應延伸到所有的分紅派息，董事可在任何時間，或在任何特定情況下，放棄任何出現的留置權或宣布任何股份全部或部分免除本條規定

28. In the absence of express provisions regarding sale in the promissory note or other binding obligation to contribute money or property, the Company may sell, in such manner as the directors may by resolution of directors determine, any share on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable nor until the expiration of twenty one days after a notice in writing, stating and demanding payment of the sum presently payable and giving notice of the intention to sell in default of such payment, has been served of the holder for the time being of the share.

公司在有關承兌本票或依法應負義務情況下，公司得就其有扣押權的股份分派資金或資產，但不得就已行使過扣押權及書面通知到達持有人 21 天內行出售權益

29. The net proceeds of the sale by the Company of any shares on which it has a lien shall be applied in or towards payment or discharge of the promissory note or other binding obligation to contribute money or property or any combination thereof in respect of which the lien exists so far as the same is presently payable and any residue shall (subject to a like lien for debts or liabilities not presently payable as

existed upon the share prior to the sale) be paid to the holder of the share immediately before such sale. For giving effect to any such sale the directors may authorize some person to transfer the share sold to the purchaser thereof. The purchaser shall be registered as the holder of the share and he shall not be bound to see to the application of the purchase money, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the sale. 公司之淨銷售收入應先用於支付依法被扣押之債務與負債，移轉給債權人之公司股份不受公司銷售影響

Transfer of Shares 股份轉讓

30. Subject to any limitations in the Memorandum, registered shares in the Company may be transferred by a written instrument of transfer signed by the transferor and containing the name and address of the transferee, but in the absence of such written instrument of transfer the directors may accept such evidence of a transfer of shares as they consider appropriate.

依公司備忘錄中之限制，公司所註冊之股份得以書面文書轉讓，但需載明轉讓方與受讓方之姓名與地址，又在無此種書面轉讓文書的情況下，董事可以接受他們認為適當的股份轉讓的證明。

31. The Company shall not be required to treat a transferee of a registered share in the Company as a member until the transferee's name has been entered in the share register.

本公司不須承認記名股票之受讓方直到其姓名被列入股東名冊

32. Subject to any limitations in the Memorandum, the Company must on the application of the transferor or transferee of a registered share in the company enter in the share register the name of the transferee of the share save that the registration of transfers may be suspended and the share register closed at such times and for such periods as the Company may from time to time by resolution of directors determine provided always that such registration shall not be suspended and the share register closed for more than 60 days in any period of 12 months.

依本公司備忘錄中之限制，公司股份轉讓登記可依轉讓方或受讓方之申請暫停受理或保留，此時公司董事決議確認日期不受理時間在 12 個月內不能超過 60 天。

Transmission of Shares 股份傳輸

33. The executor or administrator of a deceased member, the guardian of an incompetent member or the trustee of a bankrupt member shall be the only person recognized by the Company as having any title to his share but they shall not be entitled to exercise any rights as a member of the Company until they have proceeded as set forth in the next following three regulations.

已去世公司成員的遺囑執行人或管理員，一個不稱職公司成員的監護人或一個瀕臨倒閉公司成員的受託人應當由本公司認可為唯一股份擁有者，但他們不應有權行使任何權利，直到他們符合在以下三個法規規定。

34. The production to the Company of any document which is evidence of probate of the will, or letters of administration of the estate, or confirmation as executor, of a deceased member of the appointment of a guardian of an incompetent member of the trustee of a bankrupt member shall be accepted by the Company even if the deceased, incompetent or bankrupt member is domiciled outside the British Virgin Island if the document evidencing the grant of probate or letter of administration, confirmation as executor, appointment as guardian or trustee in bankruptcy is issued by a foreign court which has competent jurisdiction in the matter. For the purpose of establishing whether or not a foreign court is of competent jurisdiction the director may obtain appropriate legal advice. The directors may also require an indemnity to be given by the executor, administrator, guardian or trustee in bankruptcy.

本公司接受遺囑執行人或破產受託人或公司成員監護人，即使是居住英屬維爾京群島外，經外國政府法院證明文件發出授予遺囑認證或當局的函件，確認遺囑執行人，監護人或破產受託人的任命。公司董事可經適當的法律諮詢確認行政信的任何文件證據。董事可能還需要由執行人，遺產管理人，監護人或受託人在破產時給予賠償。

35. Any person becoming entitled by operation of law or otherwise to a share or shares in consequence of the death, incompetence or bankruptcy of any member may be registered as a member upon such evidence being produced as may reasonably be required by the directors. An application by any such person to be registered as a member shall for all purposes be deemed to be a transfer of shares and the directors shall treat it as such.

任何因死亡，不稱職或破產成員之股份受讓方要求註冊成為股東的申請，應就所有目的而言被董事視為股份轉讓

36. Any person who has become entitled to a share or shares in consequence of the death, incompetence or bankruptcy of any member may, instead of being registered himself, request in writing that some person to be named by him be registered as the transferee of such share or shares and such request shall likewise be treated as if it were a transfer.

任何受讓方被轉讓方登記註冊成為股東亦視同股份轉讓

Reduction or Increase in Authorized Capital or Capital 法定資本(資本)的增資或減資

38. The Company may by a resolution of directors amend the Memorandum to increase or reduce its authorized capital and in connection therewith the Company may in respect of any unissued shares increase or reduce the number of such shares, increase or reduce the par value of any such shares or effect any combination of the foregoing.

公司可由董事會決議修訂備忘錄有關本公司法定資本的增加或減少，與公司未發行股票之數量與面額的增減。

39. The Company may amend the Memorandum to:

- a. divide the shares, including issued shares , of a class or series into a larger number of shares of the same class or series; or

公司得在備忘錄中修訂

- a. 股票的分割，將已發行之股票或其他種類股票做分割以增加股票數目
- b. Combine the shares, including issued shares, of a class or series into a smaller number of shares of the same class or series, provided, however, that where shares are divided or combined under a. or b. of this Article, the aggregate par value of the new shares must be equal to the aggregate par value of the original shares.
- b. 股票合併，將已發行之股票或其他種類股票做合併以減少股票數目，但不管是分割股票或合併股票，依本條文規定新發行股數之面額總和必須與原發行之股份總額相當

40. The capital of the Company may by a resolution of directors be increased by transferring an amount of the surplus of the Company to capital.

本公司的資本，可由董事會決議通過轉讓本公司盈餘以增加公司資本額。

41. Subject to the provisions of the two next succeeding Articles the capital of the Company may be resolution of directors be reduced by:

依下列條文規定，公司得經董事會決議減資：

- a. returning to members any amount received by the Company upon the issue of any of its shares, the amount being surplus to the requirements of the Company,
退還公司超過需求(閒置資金)給成立公司之成員
- b. cancelling any capital that is lost or not represented by assets having a realizable value, or
可變現資產遺失或消失時
- c. transferring capital to surplus for the purpose of purchasing, redeeming or otherwise acquiring shares that the directors have resolved to purchase, redeem or otherwise acquire.
將資本轉作贖回股票時

42. No reduction of capital shall be effected that reduces the capital of the Company to an amount that immediately after the reduction is less than the aggregate par value of all outstanding shares with par value and all shares with par value held by the Company as treasury shares and the aggregate of the amounts designated as capital of all outstanding shares without par value and all shares without par value held by the Company as treasury shares that are entitled to a preference, if any, in the assets of the Company upon liquidation of the Company.

減資之金額不得少於流通在外面額股票，庫藏股票及無面額股票，庫藏股票總額以便符合公司資金週轉原則

43. No reduction of capital shall be effected unless the directors determine that immediately after the reduction the Company will be able to satisfy its liabilities as they become due in the ordinary course of its business and that the realizable assets

of the Company will not be less than its total liabilities , other than deferred taxes, as shown in the books of the Company and its remaining capital, and , in the absence of fraud, the decision of the directors as to the realizable value of the assets of the Company is conclusive, unless a question of law is involved.

公司不得隨意減資除非經董事會決議基於彌補虧損，或遞延稅項等因素在不涉及詐欺之情況下並且公司之可變現資產不少於負債下得為之

44. The directors of the Company may convene meetings of the members of the Company at such times and in such manner and places within or outside the British Virgin Islands as the directors consider necessary or desirable.

本公司董事成員得以其認為必要或適宜的時間在英屬維爾京群島以內或以外的地方召開會議，。

45. Upon the written request of members holding 10 percent or more of the outstanding voting shares in the Company the directors shall convene a meeting of members.

公司得依董事持有本公司表決權股份的 10%或以上的成員的書面請求，召開一次成員會議。

46. The directors shall give not less than 7 days notice of meetings of members to those persons whose names on the date the notice is given appear as members in the share register of the Company.

董事應在會議 7 天前通知在股東名冊上所登記的成員。

47. The directors may fix the date notice is given of a meeting of members as the record date for determining those shares that are entitled to vote at the meeting.

董事得為了有投票權之成員修改會議日期通知

48. A meeting of members held in contravention of the requirement in Article 46 is valid:

以下情況違反第 46 條的要求舉行會議是有效的：

a. if members holding not less than 90 percent of the total number of shares entitled to vote on all matters to be considered at the meeting, or 90 percent of the votes of each class or series of shares where members are entitled to vote thereon as a class or series together with not less than a 90 percent majority of the remaining votes, have agreed to shorter notice of the meeting, or

如果與會成員持有總數不少於 90%之投票權，或 90%他種類股相加不少於 90%之

剩餘表決權之多數同意則可縮短通知之天數

b.if all members holding shares entitled to vote on all or any matters to be considered at the meeting have waived notice of the meeting and for this purpose presence at the meeting shall be deemed to constitute waiver.

如果所有有權投票成員都放棄(取消)會議通知，則該法(第 46 條)應被視為構成豁免。

49. The inadvertent failure of the directors to give notice of a meeting to a member, or the fact that a member has not received notice, does not invalidate the meeting.
董事因疏失造成成員沒有收到會議通知不影響會議之有效性

50. A member may be represented at a meeting of members by a proxy who may speak and vote on behalf of the member.
多位成員得委任一位成員行發言權與投票權

51. The instrument appointing a proxy shall be produced at the place appointed for the meeting before the time for holding the meeting at which the person named in such instrument proposes to vote.
載明受委任人姓名的委任文書須在會議開始前送達

52. An instrument appointing a proxy shall be in substantially the following form or such other form as the Chairman of the meeting shall accept as properly evidencing the wishes of the member appointing the proxy. Only members who are individuals may appoint proxies.

FORTUNE LEADER INTERNATIONAL CO., LTD

I/We.....being a
member of the above Company with shares HEREBY APPOINT
.....of
.....or failing him
.....of.....to
be my/our proxy to vote for me/us at the meeting of
members to be held on the day of
at any adjournment thereof.

Signed thisday of19.....

.....

Member

委任代表的文書須在實質上以下列形式或其他形式作為本次會議的主席應接受成員委任代表意願的適當證明。只有是個人的成員方可委任代理人。

財富利達國際有限公司

本人/我們

作為一個上述公司股份的成員，茲委任

.....或中斷他

.....

.....

.....

.....

代理本人/我們在.....(日期)

會議上投票

簽署成員.....日期..... 年/ 月/日.....

53. The following shall apply in respect of joint ownership of shares:

以下條文適用於共同擁有股權時:

a. if two or more persons hold shares jointly each of them may be present in person or by proxy at a meeting of members and may speak as a member;

a.如果兩位或兩位以上之成員共同擁有股權則他們可一起出席會議或相互委託其中一人但僅算一位成員發言權

b.if only one of the joint owners is present in person or by proxy he may vote on behalf of all joint owners, and

b. 如僅其中一位股權共有者親自出席或被委任出席則其投票權仍可代表其他共有股權者

c.if two or more of the joint owners are present in person or by proxy they must vote as one.

c.如兩位或兩位以上股權共有者親自出席或被委任出席則其投票權仍視為一票權利

54. A member shall be deemed to be present at a meeting of members if he participates by telephone or other electronic means and all members participating in the meeting are able to hear each other.

組成公司之成員得透過電話或其他電子方式在可聽見所有與會成員的聲音下進行

55. A meeting of members is duly constituted if, at the commencement of the meeting, there are present in person or by proxy not less than 50 percent of the votes of the shares or class or series of shares entitled to vote on resolutions of members to be considered at the meeting.

在會議開始時若有超過 50%之有投票權成員，或被委任成員則本會議便算正式組成

If a quorum be present, notwithstanding the fact that such quorum may be represented by only one person then such person may resolve any matter and a certificate signed by such person accompanied where such person by a proxy by a copy of the proxy form shall constitute a valid resolution of members.

如有法定人數出席即使僅有一人仍可構成有效決議

56. If within two hours 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 next business day at the same time and place or to such other time and place as the directors may determine, and if at the adjourned meeting there are present within one hour from the time appointed for the meeting in person or by proxy not less than one third of the votes of the shares or each class or series of shares entitled to vote on the resolutions to be considered by the meeting, those present shall constitute a quorum but otherwise the meeting shall be dissolved.

如在會議開始兩小時內仍無到達開會之法定人數，則應出席成員要求可先休會延後至下一個營業日同一時間和地點再開會。而如果續會開始一小時內有超過三分之一有投票權成員，或被委任成員出席則可作成決議否則該會議視為解散

57. At every meeting of members, the Chairman of the Board of Directors shall preside as chairman of the meeting. If there is no Chairman of the Board of Directors or if the Chairman of the Board of Directors is not present at the meeting, the members present shall choose some one of their number to be the chairman. If the members are unable to choose a chairman for any reason, then the person representing the greatest number of voting shares present in

person or by prescribed form of proxy at the meeting shall preside as chairman failing which the oldest individual member or representative of a member present shall take the chair.

本公司董事會主席應主持每次之會議，如果沒有董事會主席或董事會主席無法出席，則應自董事會中擇一任命。如仍無法選擇則應以擁有最多數表決權股份者任之。

58. The chairman may, with the consent of the meeting, adjourn any 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.

會議主席得在會議同意下休會但會議事務尚未完成則例外

59. At any meeting of the members the chairman shall be responsible for deciding in such manner as he shall consider appropriate whether any resolution has been carried or not and the result of his decision shall be announced to the meeting and recorded in the minutes thereof. If the chairman shall have any doubt as to the outcome of any resolution put to the vote, he shall cause a poll to be taken of all votes cast upon such resolution, but if the chairman shall fail to take a poll then any member present in person or by proxy who disputes the announcement by the chairman of the result of any vote may immediately following such announcement demand that a poll be taken and the chairman shall thereupon cause a poll to be taken. If a poll is taken at any meeting, the result thereof shall be duly recorded in the minutes of that meeting by the chairman.

會議主席在會議間應注意決議方式是否適當並宣佈結果且應馬上記錄。如主席對於投票結果有任何疑慮則應就該議題提出再投票但如果主席沒有表態投票，會議中之有投票權成員，或被委任成員得請其為之並將結果記錄。

60. Any person other than an individual shall be regarded as one member and subject to Article 55 the right of any individual to speak for or represent such member shall be determined by the law of the jurisdiction where, and by the documents by which, the person is constituted or derives its existence. In case of doubt, the directors may in good faith seek legal advice from any qualified person and unless and until a court of competent jurisdiction shall otherwise rule, the directors may rely and act upon such advice without incurring any liability to any member.

任何個人以外之其他人應被視為一位成員，依本法第 55 條規定任何個人發言或成員代表應依法確立如董事有疑慮則可向任一符合資格之人諮詢直到收到法院

判決, 期間董事不承擔法律責任

61. Any person other than an individual 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 person which he represents as that person could exercise if it were an individual member of the Company.

任何個體以外之人為本公司股東則依公司董事決議或監督機構授權可在會議中行使同股東會員一樣之權益

62. The chairman of any meeting at which a vote is cast by proxy or on behalf of any person other than an individual may call for a notarially certified copy of such proxy or authority which shall be produced within 7 days of being so requested or the votes cast by such proxy or on behalf of such person shall be disregarded.

會議主席針對受委任之投票應要求會議開始 7 天內收到該名經公證過之委任書否則該選票無效

63. Directors of the Company may attend and speak at any meeting of members of the Company and at any separate meeting of the holders of any class or series of shares in the Company.

公司董事得發言並出席任一股東常會或臨時會

64. An action that may be taken by the members at a meeting may also be taken by a resolution of members consented to in writing or by telex, telegram, cable, facsimile or other written electronic communication, without the need for any notice, but if any resolution of members is adopted otherwise than by the unanimous written consent of all members, a copy of such resolution shall forthwith be sent to all members not consenting to such resolution.

股東常會中行使表決權得以書面, 電傳, 電報, 傳真, 或其他電子形式為之但若有不同決議應將決議副本送達不同意股東

Directors 董事

65. The first directors of the Company shall be elected by the subscribers to the Memorandum; and thereafter, the directors shall be elected by the members for such term as the members determine. The first directors may

elect any number of additional directors for such term as they may determine until such time as the members shall elect or re-elect any one or more directors.

第一任董事得由公司發起人中選任，之後可在股東中選任。第一任董事在任期內得自股東中額外挑選一位或多位董事

66. The minimum number of directors shall be one and the maximum number shall be seven.

公司董事最少需一人最多 7 人

67. Each director shall hold office for the term, if any, fixed by resolution of members or until his earlier death, resignation or removal.

每名董事在任期內主持公司事務直到被決議免職，自行辭職或因死亡而去職

68. A director may be removed from office, with or without cause, by a resolution of members.

董事之職得經股東決議因故或無故將其解職

69. A director may resign his office by giving written notice of his resignation to the Company and the resignation shall have effect from the date the note is received by the Company or from such later date as may be specified in the notice.

董事得以書面請辭職務並在公司收到書面通知之日或以書面通知上載明之日起生效

70. A vacancy in the Board of Directors may be filled by a resolution of members or by a resolution of a majority of the remaining directors.

董事空缺得以股東決議或過半數董事決議填補

71. With the prior or subsequent approval by a resolution of members, the directors may, by a resolution of directors, fix the emoluments of directors with respect to services to be rendered in any capacity to the Company.

依股東決議事前或事後批准，董事得經董事會決議修正董事薪資

72. A director shall not require a share qualification, and may be an individual or a company.

董事不需要擁有符合董事資格的股份額且其身份可以是個人或公司

Powers of Directors 董事職權

73. The business and affairs of the Company shall be managed by the directors who may pay all expenses incurred preliminary to and in connection with the formation and registration of the Company and may exercise all such powers of the Company as are noted by the Act or by the Memorandum or these Articles required to be exercised by the members of the Company, subject to any delegation of such powers as may be authorized by these Articles and to such requirements as may be prescribed by a resolution of members; but no requirement made by a resolution of members shall prevail if it be inconsistent with these Articles nor shall such requirement invalidate any prior act of the directors which would have been valid if such requirement had not been made.

公司董事得經股東會決議並依訂立於本公司章程或備忘錄之條文規定參與經營公司事務，但如果沒有被股東決議如此要求，則董事之行為無法定效力

74. The directors may, by a resolution of directors, appoint any person, including a person who is a director, to be an officer or agent of the Company. 董事得經董事會決議委任任一人包括董事本身為公司之主管或代理人

75. Every officer or agent of the Company has such powers and authority of the directors, including the power and authority to affix the Seal, as are set forth in these Articles or in the resolution of directors appointing the officer or agent, except that no officer or agent has any power or authority with respect to fixing the emoluments of directors.

每一位公司主管或代理人均有類似董事之職權，包括加蓋公司印章，設定條文或在董事會中委任主管，代理人，但決定公司董事薪資之權力除外

76. Any director which is a body corporate may appoint any person its duly authorized representative for the purpose of representing it at meetings of the Board of Directors or with respect to unanimous written consents.

董事可為法人團體並委任個人代為在董事會中行使表決權

77. The continuing directors may act notwithstanding any vacancy in their body, save that if their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum for a meeting of directors, the continuing directors or director may act only for the purpose of appointing directors to fill any vacancy that has arisen or summoning a meeting of members.

為維持公司法條規定董事會之法定人數，繼任董事或董事需填補空缺人數或召開股東會

78. 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 shall from time to time be determined by resolution of directors.

依情況而定，有時董事會可決議公司簽署，接受，或執行所有支票，本票，交換票據及其他可轉換票據等款項

Proceedings of Directors 董事之訴訟

79. The directors of the Company or any committee thereof may meet at such times and in such manner and places within or outside the British Virgin Islands as the directors may determine to be necessary or desirable.

公司董事得依需求在英屬維京群島境內或以外之地區開會

80. A director shall be deemed to be present at a meeting of directors if he participates by telephone or other electronic means and all directors participating in the meeting are able to hear each other.

董事得以電話或其他電子方式並以所有董事會可聽見對方的方式參與會議

81. A director shall be given not less than 7 days notice of meetings of directors, but a meeting of directors held without 7 days notice having been given to all directors shall be valid of all the directors entitled to vote at the meeting who do not attend, waive notice of the meeting and for this purpose, the presence of a director at a meeting shall constitute waives on his part. The inadvertent failure to give notice of a meeting to a director, or the fact that a director has not received the notices, does not invalidate the meeting.

董事會應在開會前 7 日書面通知董事，無持有開會通知不影響出席董事之表決權但未出席之董事視同放棄不影響該次會議的有效性

82. A director may by a written instrument appoint an alternate who need not be a director and an alternate is entitled to attend meetings in the absence of the director who appointed him and to vote or consent in place of the director.

董事得以書面指定代理人參加會議且此人身份可以為非董事

83. A meeting of directors is duly constituted for all purposes if at the commencement of the meeting there are present in person or by alternate not less than one half of the total number of directors, unless there are only 2 directors in which case the quorum shall be 2.

為構成董事會議成立，該次會議出席之董事或代理人數目不得少於董事總數之一半，除非董事人數僅有 2 人則董事會議的法定人數即為 2 人

84. If the Company shall have only one director the provisions herein contained for meetings of the directors shall not apply but such sole director shall have full power to represent and act for the Company in all matters as are not by the Act or the Memorandum of these Articles required to be exercised by the members of the Company and in lieu of minutes of a meeting shall record in writing and sign a note or memorandum of all matters requiring a resolution of directors. Such a note or memorandum shall constitute sufficient evidence of such resolution for all purposes.

如董事僅有一人則上述法條不適用且該董事擁有絕對權力代表公司，股東行使條文或備忘錄中事項替代了董事會議記錄

85. At every meeting of the directors the Chairman of the Board of Directors shall preside as chairman of the meeting. If there is no Chairman of the Board of Directors or if the Chairman of the Board of Directors is not present at the meeting the Vice Chairman of the Board of Directors shall preside. If there is no Vice Chairman of the Board of Directors or if the Vice Chairman of the Board of Directors is not present at the meeting the directors present shall choose some one of their number to be chairman of the meeting.

董事會主席應擔任每一會議主席但如無董事會主席或主席無法出席，應以副董事會主席為會議主席，但如無副董事會主席或副主席無法出席，則應自董事會成員中擇一任之

86. An action that may be taken by the directors or a committee of directors at meeting may also be taken by a resolution of directors or a committee of directors consented to in writing or by telex, telegram, cable, facsimile or other written electronic communication by all directors or all members of the committee as the case may be, without the need for any notice.

一項由董事或董事會決定的事項亦可視情況而由書面，電報，電纜，傳真或其他電子方式完成，不另行通知

87. The directors shall cause the following corporate records to be kept:

- a. minutes of all meetings of directors, members, committees of directors, committees of officers and committees of members;
- b. copies of all resolutions consented to by directors, members, committees of directors, committees of officers and committees of members; and
- c. such other accounts and records as the directors by resolution of directors consider necessary or desirable in order to reflect the financial position of the Company.

公司董事需保留下列備存記錄:

- a. 董事會會議, 股東會議, 董事委員會會議, 主管委員會會議, 及股東委員會會議所有開會記錄
- b. 所有上述會議決議同意之副本記錄
- c. 經董事認為需要且適當反映公司財務狀況之帳目與記錄

88. The books, records and minutes shall be kept at the registered office of the Company or at such other place as the directors determine.

應保存的帳簿, 會議記錄, 及會議中簡短記錄需放置於公司註冊辦事處或董事決定之其他處所

89. The directors may, by a resolution of directors, designate one or more committees, each consisting of one or more directors.

董事可經由決議指定一個或多個委員會, 其成員由一個或多個董事組成

90. Each committee of directors has such powers and authorities of the directors, including the power and authority to affix the Seal, as are set forth in the resolution of directors establishing the committee, except that no committee has any power or authority either to amend the Memorandum or these Articles or with respect to the matters requiring a resolution of directors under Articles 70, 71 and 75.

董事委員會擁有和董事一樣的職權包括加蓋公司印章或其他決議或修改條文及備忘錄但不得違反本章程第 70, 71, 及 75 條規定

91. The meetings and proceedings of each committee or directors consisting of 2 or more directors shall be governed mutatis mutandis by the provisions of these Articles regulating the proceedings of directors so far as the same are not superseded by any provisions in the resolution establishing the committee.

董事會議或委員會會議或 2 位或 2 位以上董事提起訴訟應比照本章程條文規定不得

抵觸

Officers 主管

92. The Company may by resolution of directors appoint officers of the Company at such times as shall be considered necessary or expedient. Such officers may consist of a Chairman of the Board of Directors, a Vice Chairman of the Board of Directors, a President and one or more Vice Presidents, Secretaries and Treasurers and such other officers as may from time to time be deemed desirable. Any number of offices may be held by the same person.

本公司可依需要經董事會決議指派公司主管。該主管可以是董事會主席，副主席，會長，一個或多個副會長，秘書及財務主管或其他職務。同一人可兼任多種職務

93. The officers shall perform such duties as shall be prescribed at the time of their appointment subject to any modification in such duties as may be prescribed thereafter by resolution of directors or resolution of members, but in the absence of any specific allocation of duties it shall be the responsibility of the Chairman of the Board of Directors to preside at meetings of directors and members, the Vice Chairman to act in the absence of the Chairman, the President to manage the day to day affairs of the company, the Vice President to act in order of seniority in the absence of the President but otherwise to perform such duties as may be delegated to them by the President, the secretary to maintain the share register, minute books and records (other than financial records) of the Company and to ensure compliance with all procedural requirements imposed on the Company by applicable law, and the Treasurer to be responsible for the financial affairs of the Company.

主管須依董事或股東之決議執行職務，但如無特別指派則以董事會主席擔任會議主席，副主席在主席無法出席時代理出席，會長管理公司日常事務，會長不在則以副會長依年資高低暫代職務，秘書管理股份登錄及日常備忘錄，財務主管負責公司財務事務

94. The emoluments of all officers shall be fixed by resolution of directors.

所有主管之薪資應由董事會決議

95. The officers of the Company shall hold office until their successors are duly elected and qualified, but any officer elected or appointed by the directors may be removed at any time, with or without cause, by resolution of directors. Any vacancy occurring in any office of the Company may be filled by resolution of directors.

本公司主管得執行其職務至下一位繼任者被選出，但董事會得因故或無故經決

議後更派主管，任一主管空缺得經董事會決議後分派

Conflict of Interests 利益衝突

96. No agreement or transaction between the Company and one or more of its directors or any person in which any director has a financial interest or to whom any director is related, including as a director of that other person, is void or voidable for this reason only or by reason only that the director is present at the meeting of directors that approves the agreement or transaction or that the vote or consent of the director is counted for that purpose if the material facts of the interest of each director in the agreement or transaction and his interest in or relationship to any other party to the agreement or transaction are disclosed in good faith or are known by the other directors.

董事之間不應有私下協議或交易，董事會應保持其對公司營運之客觀與獨立性

97. A director who has an interest in any particular business to be considered at a meeting of directors or members may be counted for purposes of determining whether the meeting is duly constituted.

當董事對於決議中某特定之公司業務有利益相關問題則該董事會議之有效性應被質疑

Indemnification 保障;賠償

98. Subject to the limitations hereinafter provided the Company may indemnify against all expenses, including legal fees, and against all judgments, fines and amounts paid in settlement and reasonably incurred in connection with legal administrative or investigative proceedings any person who:

- a. is or was a party or is threatened to be made a party to any threatened, pending or completed proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a director, an officer or a liquidator of the Company; or
- b. is or was, at the request of the Company, serving as a director, officer or liquidator of, or in any other capacity is or was acting for, another company or partnership, joint venture, trust or other enterprise.

以下情況得由公司賠償所有費用,包括律師費,經判決需支付的罰款等:

- a. 依民法, 刑法, 或行政訴訟等調查當事人為公司董事, 主管或清算人
- b. 在公司要求下為董事, 主管, 或清算人或其他身份或為代理公司, 合夥

人, 合資, 信託或其他企業

99. Article 98 only applies to a person referred to in that Article if the person acted honestly and in good faith with view to the best interests of the Company and, in the case of criminal proceedings, the person had no reasonable cause to believe that his conduct was unlawful.

本法第 98 條僅適用於該當事人為善意且誠心為了公司利益且無違背刑法訴訟之人

100. The decision of the directors as to whether the person acted honestly and in good faith and with a view to the best interests of the Company and as to whether the person had no reasonable cause to believe that his conduct was unlawful, is in the absence of fraud, sufficient for the purposes of these Articles, unless a question of law is involved.

決定董事是否善意且誠心為了公司利益且無違法行為在於其是否詐欺除非涉及法律問題

101. The termination of any proceedings by any judgment, order, settlement, conviction or the entering of a nolle prosequi does not, by itself, create a presumption that the person did not act honestly and in good faith and with a view to the best interests of the Company or that the person had reasonable cause to believe that his conduct was unlawful.

任何判決, 命令, 結算, 定罪或進入法律程序控訴中止並無法推定該當事人行為違法

102. If a person referred to in Article 98 has been successful in defence of any proceedings referred to in that Article the person is entitled to be indemnified against all expensed, including legal fees, and against all judgments, fines and amounts paid in settlement and reasonably incurred by the person in connection with the proceedings.

如果依本法第 98 條所提及之當事人在訴訟中勝訴則該當事人得要求賠償

103. The Company may purchase and maintain insurance in relation to any person who is or was a director, an officer or a liquidator of the Company, or who at the request of the Company is or was serving as a director, an officer or a liquidator If, or in any other capacity is or was acting for, another company or a partnership, joint venture, trust or other enterprise, against any liability asserted against the person and incurred by the person in that capacity, whether or not the Company has or

would have had the power to indemnify the person against the liability under Article 98.

本公司得為公司董事，主管，清算人或被委任為公司董事，主管，清算人或其他公司合夥，合資，信託，企業之代理人在本法第 98 條原則下購買保險，以對責任人賠償

Seal 蓋章

104. The Company may have more than one Seal and references herein to the Seal shall be references to every Seal which shall have been duly adopted by resolution of directors. The directors shall provide for the safe custody of the Seal and for an imprint thereof to be kept at the Registered Office. Except as otherwise expressly provided herein the Seal when affixed to any written instrument shall be witnessed and attested to by the signature of a director or any other person so authorized from time to time by resolution of directors. Such authorization may be before or after the Seal is affixed may be general or specific and may refer to any number of sealings. The Directors may provide for a facsimile of the Seal and of the signature of any director or authorized person which may be reproduced by printing or other means on any instrument and it shall have the same force and validity as if the Seal had been affixed to such instrument and the same had been signed as hereinbefore described.

公司印章可有一個以上但每一個均需經董事會決議採用。董事應妥善保管並將其置放於註冊辦公處。除非另有明文規定否則董事應在封存書面文件時目睹且親自簽名以示授權決議通過。上述授權可能在事前或事後針對一般或特殊文件加蓋一個或多個印章。董事可提供經歸檔之簽名或印章型式供需要時複製使用且該簽名與封印具有法定效力

Dividends 股息;紅利

105. The Company may by a resolution of directors declare and pay dividends in money, shares, or other property but dividends shall only be declared and paid out of surplus. In the event that dividends are paid in specie the directors shall have responsibility for establishing and recording in the resolution of directors authorizing the dividends, a fair and proper value for the assets to be so distributed.

本公司得經董事會決議在公司有盈餘時發配股利，股票或其他資產。若公司以實物分配，則股利的分配須以其公平之價值做為入帳之基礎

106. 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.
董事得在公司財務年度中期且有合理利潤內向股東發放期中股利

107. No dividends shall be declared and paid unless the directors determine that immediately after the payment of the dividend the Company shall be able to satisfy its liabilities as they become due in the ordinary course of its business and the realizable value of the assets of the Company will not be less than the sum of its total liabilities, other than deferred taxes, as shown in its books of account, and its capital. In the absence of fraud, the decision of the directors as to the realizable value of the assets of the Company is conclusive, unless a question of law is involved.

公司不得發放股利除非董事認為發放股利後公司到期負債及可變現資產不會少於總負債與總資本額，帳上遞延稅項除外。經董事決議在不涉及詐欺情況下，公司可變現資產的價值無庸置疑

108. Notice of any dividend that may have been declared shall be given to each member in manner hereinafter mentioned and all dividends unclaimed for 3 years after having been declared may be forfeited by resolution of directors for the benefit of the Company.

任何已宣派之股利應以下列提及之方式公告予股東認領，超過 3 年未被認領之股利依董事決議將被沒收成為公司之利益

109. No dividend shall bear interest as against the Company and no dividend shall be paid on shares described in Article 25.

在違反公司利益下及本法第 25 條規定下不得發派股利

110. A share issued as a dividend by the Company shall be treated for all purposes as having been issued for money equal to the surplus that is transferred to capital upon the issue of the share.

公司發行付息股票之金額應被視為發行股份後轉移資本公積用

111. In the case of a dividend of authorized but unissued shares with par value, an amount equal to the aggregate par value of the shares shall be transferred from surplus to capital at the time of the distribution.

在法定應發配股利但未發行面值股票情況下，應自公司盈餘中轉讓該股份之總金額至公司資本

112. In the case of a dividend of authorized but unissued shares without par value, the amount designated by the directors shall be transferred from surplus to capital at

the time of the distribution, except that the directors must designate as capital an amount that is at least equal to the amount that the shares are entitled to as a preference, if any, in the assets of the Company upon liquidation of the Company.
在法定應發配股利但未發行無面值股票情況下，應自公司盈餘中轉讓該股份之總金額至公司資本，除非董事必須指定為資本之金額是至少等於發出之股份，則該情況在公司清算後應列為公司資產

113. A dividend of the issued and outstanding shares of a class or series of shares into a larger number of shares of the same class or series having a proportionately smaller par value does not constitute a dividend of shares.

被分割股數之股票不構成發配股利之對象

Accounts 帳目

114. The books of account shall be kept at the registered office of the company, or at such other places or places as the directors think fit.

公司帳冊應存放於註冊辦事處或其他董事認為合宜之處

115. 除非經股東決議豁免指出日期，否則董事應指定初始會計參照日，而自公司成立之日起至初始會計參照日止為第一個會計參照期，若董事沒有指定則自公司成立之日起至周年日所屬月份的最後一日為第一個會計參照期，不得超過 18 個月。隨後則以第一期會計參照期結束後每一日曆年度為準，或指定日不多於 12 個月為週期，公司的損益表和資產負債表應誠實揭露公司該財務年度之狀況

116. A copy of such profit and loss account and balance sheet shall be served on every member in the manner and with similar notice to that prescribed herein for calling a meeting of members or upon such shorter notice as the members may agree to accept.

損益表和資產負債表的複本應及於每一位股東，通知程序如同召開股東會議或以股東可接受之方式為之

117. The Company may by a resolution of directors include in the computation of surplus for any purpose the unrealized appreciation of the assets of the Company, and, in the absence of fraud, the decision of the directors as to the value of the assets is conclusive, unless a question of law is involved.

董事對於公司資產的可變現價值在不涉及詐欺情況下有決定性

Audit 審計

118. The company may by resolution of members call for the accounts to be examined by auditors.

公司可應股東決議要求由審計人員(核數師)查帳

119. The first auditors shall be appointed by resolution of directors; subsequent auditors shall be appointed by a resolution of members.

首位核數師可由董事指派, 隨後即由股東指派

120. The auditors may be members of the Company but no director or other officer shall be eligible to be an auditor of the Company during his continuance in office.

核數師可由公司股東擔任, 但公司董事或其他主管在任職內不得擔任核數師一職

121. The remuneration of the auditors of the Company:

a. in the case of auditors appointed by the directors, may be fixed by resolution of directors;

b. subject to the foregoing, shall be fixed by resolution of members.

本公司核數師之薪資:

a. 若核數師經董事決議指派則由董事決定其薪資

b. 或由股東決議

122. The auditors shall examine each profit and loss account and balance sheet required to be served on every member of the Company or laid before a meeting of the members of the Company and shall state in a written report whether or not:

a. in their opinion the profit and loss account and balance sheet give a true and fair view respectively of the profit and loss for the period covered by the accounts, and of the state of affairs of the Company at the end of that period;

b. all the information and explanations required by the auditors have been obtained.

核數師應檢查公司損益表及資產負債表並在股東會議前以書面報告形式送達股東

a. 以其意見該損益表及資產負債表是否真實反映了公司在該年度之盈虧與經營狀況

b. 是否已獲知所有訊息和核數師(向公司營運狀況)所要求的解釋

123. The report of the auditors shall be annexed to the accounts and shall be read at

the meeting of members at which the accounts are laid before the Company or shall be served on the members.

核數師之書面報告應與報表一同提交給股東並在股東會議中宣讀

124. Every auditor of the Company shall have a right of access at all times to the books of account and vouchers of the Company, and shall be entitled to require from the directors and officers of the Company such information and explanations as he thinks necessary for the performance of the duties of the auditors.

公司之核數師在其認為必要時有權向公司董事或主管要求查看公司帳冊與憑證

125. The auditors of the Company shall be entitled to receive notice of, and to attend any meetings of members of the Company at which the Company's profit and loss account and balance sheet are to be presented.

核數師有權收到任何會議通知並參加任一需提交損益表及資產負債表給股東之會議

Notices 通知

126. Any notice, information or written statement to be given by the Company to members must be served in the case of members holding registered shares by mail addressed to each member at the address shown in the share register and in the case of members holding shares issued to bearer, in the manner provided in the Memorandum.

任一需由公司送達股東之通知，訊息或書面聲明應以股東名冊登錄之郵件地址辦理而關於辦理股份登記過戶手續則依備忘錄中程序送達每位股東

127. Any summons, notice, order, document, process, information or written statement to be served on the Company may be served by leaving it, or by sending it by registered mail addressed to the Company, at its registered office, or by leaving it with, or by sending it by registered mail to, the registered agent of the Company.

任何發送給公司之傳票，通知，文件，指令，資料或書面聲明應留置公司或以掛號送達公司註冊辦事處或公司註冊代理人

128. Service of any summons, notice, order, document, process, information or written statement to be served on the Company may be proved by showing that the summons, notice, order, document, process, information or written statement was mailed in such time as to admit to its being delivered on the normal course of delivery within the period prescribed for service and was correctly addressed and the

postage was prepaid.

可以下列方式證明傳票, 通知, 文件, 指令, 資料或書面聲明已經送達公司,即表明傳票, 通知, 文件, 指令, 資料或書面聲明已經(1)按正常交付程序在規定的日期內郵寄, (2)已按正確之地址郵寄且郵資已預付

Pension and Superannuation Funds 退休金及養老金

129. The directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to all persons who are or were at any time in the employment or service of the Company or any company which is a subsidiary of the company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time directors or officers of the Company or of any such other company as aforesaid or who hold or held any salaried employment or office in the Company or such other company, or any person in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and to the wives, widows, families and dependents of any such person, and may make payments for or towards the insurance of any such persons as aforesaid, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always to the proposal being approved by resolution of members, a director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension allowance remolument.

公司董事可建立並維持運作退休基金或雇主與員工分擔之退休基金, 公司之員工, 董事, 主管或子公司之員工, 董事, 主管或上述人員的妻子, 寡婦, 家屬或受扶養親屬均享有此福利與保險

Arbitration 仲裁

130. Whenever any difference arises between the Company on the one hand and any of the member or their executors, administrators or assigns on the other hand, touching the true intent and construction or the incidence or consequences of these Articles or of the Act, touching anything done or executed, omitted or suffered in pursuance of the Act or touching any breach or alleged breach or otherwise relating to the premises or to these Articles, or to any Act affecting the Company or to any of the affairs of the Company. Such difference shall unless the parties agree to refer the same to a single. Such difference shall, unless the parties agree to refer the same to a

single arbitrator, be referred to two arbitrators one to be chosen by each of the parties to the difference and the arbitrators shall before entering on the reference appoint an umpire.

當任一差異(糾紛)出現在公司與股東或執行者或受讓人, 在觸及相關違反本法條之規定時除非雙方決定同一仲裁者否則由雙方各選出一位仲裁者由兩位仲裁者公斷

131. If either party to the reference makes default in appointing an arbitrator either originally or by way of substitution (in the event that an appointed arbitrator shall die, be incapable of acting or refuse to act) for 10 days after the other party has given him notice to appoint the same, such other party may appoint an arbitrator to act in the place of the arbitrator of the defaulting party.

如其中一方的仲裁者無法出任也無替代者或拒絕出任, 經對方給予通知 10 天後仍無法指派仲裁者則該對方可指派一位仲裁者來替代違約的另一方

Voluntary Winding Up and Dissolution 自動清算與解散

132. The Company may voluntarily commence to wind up and dissolve by a resolution of members but if the Company has never issued shares it may voluntarily commence to wind up and dissolve by resolution of directors.

本公司可經股東決議解散與清算, 但如果公司從未發行股份則可依董事會決議解散與清算

Continuation 持續經營

133. The Company may by resolution of members or by a resolution passed unanimously by all directors of the Company continue as a company incorporated under the laws of a jurisdiction outside the British Virgin Islands in the manner provided under those laws.

本公司得依股東決議或經所有董事一致通過決議在英屬維京群島外司法管轄區依法註冊設立公司

We, OWOMFG TRUST SERVICES LIMITED of P.O. Box 961, Road Town, Tortola, British Virgin Islands for the purpose of incorporating an International Business Company under the laws of the British Virgin Islands hereby subscribe our name to these Articles of Association the 9th day of August, 1996 in the presence of

Witness:

Subscriber:

.....
Road Town, Tortola
British Virgin Islands

.....
OWOMFG TRUST SERVICES LIMITED

我們 OWOMFG 信託服務有限公司, 郵政地址在 P.O. Box 961, Road Town, Tortola,
British Virgin Islands 依英屬維京群島之法註冊設立在此以我們之名認證上述法條

見證者:
.....

公司發起人:
.....