

Memorandum
And
Articles Of Association
Of
The Manchester Business School Alumni Association (Hong Kong) Limited
Company Limited by Guarantee
And Not Having a Share Capital

Incorporated the day of

No. _____

[COPY]

COMPANIES ORDINANCE
(CHAPTER 32)

CERTIFICATE OF INCORPORATION

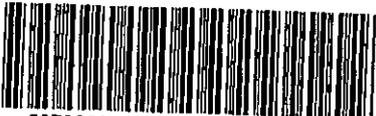
I hereby certify that

The Manchester Business School Alumni Association (Hong Kong) Limited

is this day incorporated in Hong Kong under the Companies Ordinance, and that
this company is limited.

Issued by the undersigned on

.....
for Registrar of Companies
Hong Kong



22700005950
MAG
16/03/2005

THE COMPANIES ORDINANCE
(CHAPTER 32)

Company Limited by Guarantee
And Not Having a Share Capital

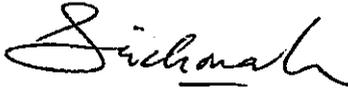
**Memorandum Of Association
Of
The Manchester Business School Alumni Association (Hong Kong) Limited**

1. The Name of the Company is "The Manchester Business School Alumni Association (Hong Kong) Limited" (hereinafter referred as "the Association").
2. The registered office of the Association will be situated in Hong Kong.
3. The objectives for which the Association is established are:
 - (A) To develop and maintain a mutually beneficial and stimulate relationship between Manchester Business School (hereinafter referred as "MBS") and members of the Association.
 - (1) The contribution that MBS can make to the members of the Association includes, but is not restricted to, the following:
 - (i) ongoing management education to satisfy management development needs
 - (ii) opportunities to develop and maintain social contact and networking between members
 - (iii) opportunities to remain up-to-date in their overall education by exchanging views on topics relating to all aspects of business life
 - (iv) providing members of the Association with assistance in addressing business related issues
 - (v) assistance in career development
 - (2) The contribution from the members of the Association can make to MBS includes, but is not restricted to, the following:
 - (i) networking opportunities with and between alumni, providing a link between MBS and the business community as a whole
 - (ii) improving the status of MBS because of their influence in the business and wider community
 - (iii) supporting or participating in the MBA programme selection process
 - (iv) support in marketing efforts
 - (B) To strengthen the Association as a continuing professional development body.

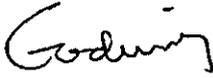
- (C) To promote the studies and research of management and business administration.
 - (D) To establish, undertake, superintend, administer and contribute to any charitable or benevolent fund from whence may be made donations or advances to deserving persons including scholarship funds to existing students of Manchester Business School Worldwide.
 - (E) To improve the status of MBS because of their influence in the business and wider community.
 - (F) To accept subscriptions, donations, devises and bequests of any movable or immovable property or funds for all or any of the purposes aforesaid.
 - (G) 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, endorse, transfer, discount and negotiate bills of exchange, promissory notes, cheques or other similar instruments.
 - (H) 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 Association is formed as a non-profit making association within MBS. Accordingly, the income and property of the Association shall be applied solely towards the promotion of the objectives 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.
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 Hong Kong 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 objectives similar to the objectives 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 High Court of Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds; and if so far as effect cannot be given to the aforesaid provisions then to some charitable organisation.

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.

Names, Addresses and Descriptions of Subscribers



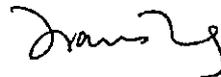
蕭楚樺女士
Ms. Siu Chor Wah
6/F., Wilson House,
19 Wyndham Street,
Central, Hong Kong
(Education Administration Officer)



伍國賢先生
Mr. Ng Kwok Yin
6/F., Wilson House,
19 Wyndham Street,
Central, Hong Kong
(Accountant)

Dated the 9th March 2005

WITNESS to the above signatures:-



董鄉真女士
Ms. Tung Heung Chun Frances
Education Administration Officer
6/F., Wilson House,
19 Wyndham Street,
Central, Hong Kong

THE COMPANIES ORDINANCE
(CHAPTER 32)

Company Limited by Guarantee
And Not Having a Share Capital

**Memorandum Of Association
Of
The Manchester Business School Alumni Association (Hong Kong) Limited**

Preliminary

1. These Articles shall be construed with reference to the provisions of the Companies Ordinance, (Chapter 32), and terms used in these presents shall be taken as having the same respective meanings as they have when used in that Ordinance. In these Articles, unless there be something in the subject or context inconsistent therewith:

"The Association" means the company registered as "The Manchester Business School Alumni Association (Hong Kong) Limited".

"The Ordinance" means the Companies Ordinance (Chapter 32 of the latest Revised Edition).

"These Presents" means and includes these Articles of Association and the rules, regulations and by-laws of the Association from time to time in force.

"The Board" means the Board of the Association hereby constituted.

"Board Member" means a member of the Board of the Association hereby constituted.

"Committee" means a committee authorized by the Board of the Association hereby constituted.

"Chairman" and "Vice-Chairman" shall mean the Chairman and the Vice-Chairman of the Board.

"MBA" means The Master of Business Administration Programmes of Manchester Business School.

"MBS" means Manchester Business School.

"MBSW" means Manchester Business School Worldwide.

"Member" means a member of the Association as defined under Clause 4 herein unless otherwise specified.

"Month" means calendar month.

"In Writing" includes that handwriting, printed, lithographed and typewritten.
Words importing the singular number only shall include the plural and *vice versa*.

Words denoting neuter gender shall include the masculine or feminine gender, and *vice versa*.

2. For the purpose of registration the Association is declared to consist of an unlimited number of Members.
3. The Association is established for the purposes expressed in the Memorandum of Association.

Membership

4. There are three types of membership and they are:
 - (a) the Ordinary Member who has right to vote at any general meetings of the Association; and
 - (b) the Associate Member who does not have right to vote at any general meetings of the Association; and
 - (c) the Honorary Member who does not have right to vote at any general meetings of the Association.
5. Subject to other rules and regulations as announced from time to time by the Board, the requirements to be a member of the Associations are as follows:
 - (a) Any persons satisfying any one of the following conditions are eligible to be an Ordinary Member of the Association:
 - (i) has completed a degree from MBS or from an institute formerly known as the Institute of Financial Management;
 - (ii) has been or is a member of faculty employed by MBS or MBSW or a visiting scholar;
 - (iii) has completed any other course as approved by the Board from time to time
 - (b) Any current MBA students are eligible to be an Associate Member of the Association. They shall have no voting rights in all the meetings of the Association.
 - (c) Honorary Members are those persons who are invited by the Board to be members of the Association.
6. Membership must be offered on an individual rather than a group basis.
7. Ordinary Member shall be entitled to one vote in General Meeting. The duties of the different categories of Members shall if not specified in this Articles of Association be determined by the Board.
8. All Members must agree to abide by the Memorandum and Articles of the Association.

9. Subject to any rules as approved in General Meeting, the Board has absolute discretion to decline or terminate the membership of a Member.
10. Every Member shall notify the Secretary a place of business or residence to be registered as his place of address upon application to be a Member or the happening of any subsequent changes. Any notices of General Meetings or other proceedings shall be addressed to the last known registered place of address of the Member and no such meetings or proceedings shall be invalidated by reason of his not having received such notice as aforesaid. .
11. A notice may be served by the Association upon any Member either by delivery, post or electronic means.
12. Subject to the provision of the Ordinance, the Association in General Meeting may from time to time impose reasonable restrictions as regards the time and manner at and in which the Register of Members and the minute books of proceedings of General Meetings and of the Board's meeting shall be open to inspection by the Members.

Fees and Subscriptions

13. Annual subscription fee is to be determined by Annual General Meeting of the Association on recommendation of the Board. The Board may from time to time recommend the amount which shall be payable.
14. Entrance and annual subscription fee, which shall be determined by the Association in General Meeting on the recommendation of the Board, shall be payable upon application to be a Member of the Association.
15. The Annual Subscription shall be payable before 31st July each year and in the case of newly admitted Members, three months from the date of notification of Membership, failing which he shall ipso cease to be a Member of the Association, but shall be eligible for re-admission. The duration of an annual membership should be a year between 1 August and 31 July of the following year.

Determination of Membership

16. The rights and privileges of a Member shall be personal to himself, shall not be transferable by the Member's act or by operation of law, and shall cease upon his death or upon his ceasing for any cause to be a Member of the Association.
17. Any Member who shall fail to observe any rules of the Association as announced by the Board after being passed in General Meeting or who acts in material detriment to the interest of the Association may be excluded from the Association or have his Membership suspended for such terms and conditions as a meeting of the Board may decide by resolution of a majority of at least two-thirds of the total number of Board Members for the time being in office.
18. A Member so excluded shall cease to be a Member of the Association and be forfeited all his rights and privileges in the Association but however shall still be liable for all accrued liabilities, debts etc. to the Association limited to an amount stated in paragraph 7 of the Memorandum of Association.
19. Any Member of any class whose Membership ceases for any reason shall nevertheless remain liable to pay to the Association all moneys which at the time when his Membership ceases may have been due from him, subject to the amount stated in paragraph 7 in the Memorandum of the Association.

20. At the inception of an Annual General Meeting, a Preparation Committee comprising of voluntary members of the Association will be established to oversee the election process leading to the establishment of the Board.
21. The Annual General Meeting of the Association shall be held in each year at such time and place as may be determined by the Board but so that not more than fifteen months be allowed to elapse between any two Annual General Meetings for the purpose of transacting the business of the Association, the election of the Board, and Auditors for the ensuing twelve months and of receiving the income and expenditure account and balance sheet for the past year with the Auditor's Report, and also a report from the Board on the past year's transactions and accounts.
 - 21.1 Should the Board fail to call the Annual General Meeting within the specified time, the Chairman for the time being of the Association or any two Board Members may call the same.
 - 21.2 Minimum of ten Members can request to convene the Annual General Meeting.
22. Twenty-one days' notice at the least of every General Meeting specifying the day, the place, and the hour of the Meeting, and in the case of special business of the general nature of such business, shall be given to Members of all classes, in manner hereinafter mentioned, or in such other manner (if any) as may be prescribed by a General Meeting, but to give such notice to or the non-receipt of such notice by any Member entitled thereto shall not invalidate the proceedings at any General Meeting.
23. At any General Meeting, 30 Members or 25% the voting Members for the time being, whichever is the less, personally present shall form a quorum.
24. The Board may, however, whenever it thinks fit, convene an Extraordinary General Meeting. An Extraordinary General Meeting shall also be convened on such requisition as provided in Section 113 of the Ordinance, or at the written request of at least 50 Members or one-tenth of Members, whichever the less. The notice in writing shall be given to the Honorary Secretary setting forth the business that is to be transacted. The Extraordinary General Meeting shall be convened within two months from receiving this request to convene Extraordinary General Meeting.
25. If the Board does not within two months after the date of the receipt of the written request proceed to convene an Extraordinary General Meeting, the members who requested for the Extraordinary General Meeting by giving twenty-one days' notice to voting Members setting forth the business to be transacted and simultaneously posting the agenda on the Association's notice board.
26. Unless otherwise provided, voting by proxy is allowed. However, the representative for the proxy or proxies must be a voting member.
27. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the ordinary reports of the Board and Auditors, and the election of officers in the place of those retiring pursuant to the regulations herein contained.

Proceedings at General Meetings

28. The Chairman, or in his absence, the Vice-Chairman, shall preside as chairman at every General Meeting. If neither the Chairman nor the Vice-Chairman be present within ten minutes after the time appointed for the Meeting the Members present shall choose one of their members to be the chairman of such Meeting.

29. If such a quorum is not present within half an hour from the time appointed for the Meeting, or if during a Meeting such a quorum ceases to be present, the Meeting shall if convened upon requisition of Members shall be dissolved; in any other case it shall stand adjourned to the same day in the next month at the same time and place or at such other times and place as the Board Members 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.
30. Questions arising at any General Meeting shall be decided on a show of hands of the Members present, unless a poll is demanded by at least 5 Members or one-third of the Members, whichever is the less, present in person and entitled to vote and unless a poll is so demanded a declaration by the chairman of the Meeting that a resolution has been carried, or carried by a particular majority or lost or not carried by a particular majority, and an entry to the effect in the book of proceedings shall save proved otherwise be evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against that resolution.
31. If a poll is duly demanded, it shall be taken at such time and place and either immediately or after an adjournment of interval, and either by open voting or by ballot, as the chairman of the Meeting directs, and the result of the poll shall be deemed as the resolutions of the Meeting at which the poll was demanded.
32. The chairman of a General Meeting shall, in case of an equality of votes whether on a show of hands or on a poll, if a poll is demanded, be entitled to a casting vote.
33. No person shall be entitled to be present or to vote on any question at any General Meeting, or upon a poll, or be reckoned in a quorum, whilst any money is due from him to the Association.
34. At every General Meeting at which a Board Member retires from office, his retirement shall not take effect until the dissolution of the Meeting.
35. A resolution in writing signed by three quarters of the Members for the time being entitled to receive notice of a Meeting shall be as valid and effectual as if it had been passed at a Meeting of Members duly convened and held.

Office

36. The Association's registered office where the management and superintendence of its business is conducted shall be in Hong Kong and the Board may at its discretion open or close subsidiary district and local offices elsewhere.

Officers and the Board

37. Purposes of the Board include:
 - (a) To communicate the interests and concerns of the Members and members of MBS worldwide
 - (b) To receive ideas, to propose, evaluate and communicate actions to further the interests of the Members
 - (c) To encourage communication of MBS and MBSW activities, priorities and educational resources to Members of the Association

- (d) To define strategies and determine policies that enable the continuous growth, enhancement and smooth running of the operations of the Association, consistent with overall objectives
 - (e) Nominated Members of ad-hoc Committees under the guidance of the Board shall be responsible for the operational implementation of activities, events, etc that serves the strategies defined
38. The government of the Association shall be by a Board. The chairman shall announce the composition of the Board at the Annual General Meeting, from which date the Board takes office.

39. The Board of the Association shall comprise the following officers:

| | | |
|---------------------------------------|-----------|-----------|
| Senior Advisor | Appointed | 1 |
| Chairman | Elected | 1 |
| Vice-Chairman | Elected | 1 |
| Honorary Secretary | Elected | 1 |
| Honorary Treasurer | Elected | 1 |
| Board Members | Elected | 6 |
| Head of MBS Worldwide office or proxy | Appointed | 1 |
| Student Representative | Appointed | 1 |
| TOTAL | | 13 |

- (i) The Senior Advisor of the Association shall be ex officio the Director of MBS (or nominated alternate.).
 - (ii) All elected members of the Board shall be Ordinary Members.
 - (iii) The Student Representative shall be a current student in good standing enrolled on MBA programme.
 - (iv) The Board shall be elected by Ordinary Members.
 - (v) The Board, after election, shall announce the Chairman, the Vice-Chairman, the Honorary Secretary, the Honorary Treasurer and the 6 Board Members. The key positions should be chosen by the Board among elected Board members.
 - (vi) The Chairman shall have a casting vote.
 - (vii) The Head of MBSW Hong Kong or his/her proxy shall be responsible for assisting the Board in all administrative matters arising.
40. The Chairman may propose in a General Meeting to increase the number of Board Members provided for herein should future implementation of the Association activities deem it necessary.
41. Any Board Member who's Membership of the Association ceases shall *ipso facto* vacate his office.
42. If any casual vacancy shall occur the Board shall thereupon fill the vacancy, but any person so appointed shall retire at the next Annual General Meeting, but shall be eligible for re-election if duly nominated.

Term of Office

43. All elected members of the Board shall retire at the next Annual General Meeting.
44. The term of office of the Student Representative shall be one year.
45. An incumbent Board member may seek re-election for office for a further period. Thereafter a period of one year must elapse before eligible for election.
46. In the event of resignation of any Board Member prior to the end of term of office, the Board may co-opt a new member for the remaining term of office.

Election of Board Members

47. All Members of the Association will be eligible for nomination.
48. All nominations shall be invited through mail or e-mail.
49. Any candidate for election shall be proposed and supported by a minimum of three Members of the Association. Nominees shall fill in the prescribed forms.
50. Candidates are required to submit a manifesto outline for Members' consideration.
51. All nominations shall be lodged with the Honorary Secretary at the MBS Worldwide Hong Kong office, three months prior to the Annual General Meeting.
52. All members shall receive information on the nominated candidates two months prior to the Annual General Meeting, to facilitate voting decisions.
53. Votes for contested elections shall be conducted by e-mails or post. The Honorary Secretary shall confirm receipt of votes through emails. All votes must be received two weeks prior to the AGM.
54. Elections will be conducted only if nominations exceed the number of seats.

Disqualification of Board Members

55. The office of Board Members shall be vacated if the Board Member -
 - (a) ceases to be a Member; or
 - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) becomes prohibited from being a Board Member by reason of any order made under the Ordinance; or
 - (d) becomes of unsound mind; or
 - (e) resigns his office by notice in writing to the Board given in accordance with the

Ordinance; or

- (f) shall for more than 6 months have been absent without permission of the Board from meetings of the Board held during that period; or
- (g) is removed by the Association pursuant to Article 68; or
- (h) is guilty of an offence in or outside Hong Kong Special Administrative Region and has been finally sentenced to one month custodial imprisonment or longer.

Proceedings of the Board

- 56. The Board shall meet as required. Ordinarily it shall meet at least six times a year.
- 57. All ad-hoc sub-committee meetings shall be convened as frequently as necessary and chaired by the appointed chairman, who shall be an elected Board member.
- 58. Board quorum shall consist of six members and decisions passed by a simple majority vote.
- 59. Head of MBS Worldwide Hong Kong and the Student Representative are not eligible to vote on during Board Meetings. Their role is primarily to provide appropriate feedback and to observe the Board proceedings.
- 60. Meetings will be held on a fourteen-day notice.
- 61. The Board may make such regulations as it thinks proper so to the summoning and holding of its meetings, and for the transaction of business there, and may adjourn any meeting.
- 62. The Chairman, the Vice-Chairman, or any Members of the Board, may at any time summon a Special Meeting thereof.
- 63. The Chairman, or in his absence, the Vice-Chairman, shall take the chair at all Meetings of the Board; and if at any Meeting not one of them be present within ten minutes after the time appointed, those present shall choose one of the Board Members to be Chairman of the meeting.
- 64. Questions arising at any meeting of the Board shall be decided by a majority of votes, and in case of an equality of votes the Chairman shall have a second or casting vote.
- 65. The continuing Members of the Board may act, notwithstanding any vacancy in their body, provided the number is not reduced below two. If the number is reduced below two, the continuing Member shall act for the purpose of filling vacancies in the Board or convening a General Meeting of the Association, but for no other purpose.
- 66. A Board Member may at any time resign by giving notice in writing to the Secretary but shall not thereby be disqualified from being at any time thereafter to be re-elected.

67. Minutes of the proceedings of every Board meeting and of attendance thereat respectively, shall be recorded by the Secretary in a book kept for that purpose, and after approval at the next Board meetings be signed by the Chairman of the meeting at which they are read. Every such minute, when so recorded and signed shall, in the absence of proof of error therein, be considered a correct record.
68. The Association may by resolution at any Extraordinary General Meeting, of which due notice specifying the object has been given, remove a Board Member from his office, but twenty-one days' notice of intention to hold such Extraordinary General Meeting shall be given to such Member and who may make a reply on such motion. Upon such resolution being duly passed he shall cease to be a Board Member.
69. All lawful acts of the Board and of its appointed Committees and agents in their respective capacity shall be valid, notwithstanding that some defect shall afterwards be discovered to have existed or to have arisen in the appointment of or by the Board in the appointment of any Board Member or of any such Committee or agent.
70. A resolution in writing signed by all the Board Members for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

Committees

71. Without prejudice to the extent of the general powers which the Board is authorized to confer on any Committee or Committees,
 - (a) Every Committee appointed shall remain in office until it is discharged by the Board. Following the Annual General Meeting the Board shall at its first meeting review its Committees and reorganize them at its discretion.
 - (b) The minutes of all Committees shall be reported from time to time to the Board.
 - (c) Whenever a Committee does any lawful act which the Board is authorized by the Chairman to do, such Committee shall do so in its own name and not in the name of the Board, but may refer to the powers herein given to it to act on behalf of the Board.
72. Any occasional vacancy or vacancies in any Committees may be filled up by the Board; nevertheless, the remaining Members of such Committee may continue to act. The quorum for a meeting of any Committee shall be three Members personally present unless otherwise determined by the Board.

Powers of the Board

73. In the government of the Association, the Board shall, in addition to the powers and authorities by these Articles expressly conferred upon them, be entitled to exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by statute expressly directed or required to be exercised or done by the Association in General Meeting.
74. In the temporary absence of the Secretary, or his inability to act, the Board may appoint any Board Member to act in his place; and the person so appointed may temporarily exercise all the powers and duties of the Secretary.

The Seal

75. The Board shall provide for the safe custody of the Seal of the Association, and make regulations as to the use thereof, but the Seal shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of the Chairman of the Board, or of the Vice-Chairman and another Board Member; and the Chairman or the Vice-Chairman and another Board Member shall sign every instrument to which the Seal of the Association is so affixed in their presence.

Honorary Chairman, Vice Chairman and Adviser

76. The Board Member may appoint any distinguished persons to be Honorary Chairman or Honorary Vice Chairman or Honorary Adviser to the Association, but no honorarium shall be payable to such Honorary Chairman or Honorary Vice-Chairman or Honorary Advisers. They may be invited to attend any Meeting of Board and of Members and to take part in the discussion but without the power of voting.

Accounts

77. The Board shall cause true accounts to be kept of the moneys received and expended by the Association, and the matters in respect of which such receipts and expenditure take place, of the assets, credits, and liabilities of the Association and of all sales and purchases of goods by the Association. A balance sheet containing a summary of the assets and liabilities of the Association on the financial year end shall be prepared, together with an income and expenditure account for the year ending on that day. The financial year end date shall be 31st July.
78. The Treasurer shall be responsible for controlling the Association finances, reporting the financial status at the Board Meetings and advising on the Association financial policies. The Accountant, who shall be elected among the Board members, shall be responsible for recording the accounting records of the Association. Any two Members in the offices of the Chairman, the Vice-Chairman and the Treasurer shall be cheque signatories to the bank accounts of the

Association .The Treasurer shall be responsible for submitting year-end accounts to the Board.

79. The annual accounts shall be independently audited before submission at the Annual General Meeting.
80. A copy of the income and expenditure account and balance sheet shall, not less than twenty-one days prior to each Annual General Meeting, be sent to every Member entitled to receive notices of General Meetings, together with copies of the Reports of the Board and the Auditors.
81. Accountability of the Association will be through the normal MBS and University of Manchester procedures.

Funding

82. As the Association is a non-profit making body, the Association intends to pursue activities that are legal, transparent and related to its stated purpose and status, in order to generate funds for self-sufficiency.

Appointment of Auditors

83. A firm of Certified Public Accountants shall be appointed as Auditors at each Annual General Meeting who shall retire at the next Annual General Meeting but being eligible, offer themselves for reappointment.

Amendments to the Articles

84. Subject to the provision in the Ordinance, alteration or addition/deletion to this Article of Association shall be made by a special resolution and the consent of not less than 75% of the total voting Members of the Association.

Winding Up

85. The Association shall not be dissolved, except with the consent of not less than 75% of the total voting Members of the Association for the time being expressed, either in person or by proxy, at a General Meeting convened for the purpose.

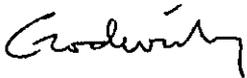
Indemnity

86. Every Board Member, agent, auditor, secretary and other officer for the time being of the Board shall be indemnified out of the assets of the Association against any liability incurred by him in relation to the Board in defending any proceedings, whether civil or criminal, in which judgment is given in his favor or in which he is acquitted or in connection with any application under the Ordinance in which relief is granted to him by the Court.

Names, Addresses and Descriptions of Subscribers



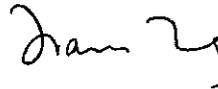
蕭楚樺女士
Ms. Siu Chor Wah
6/F., Wilson House,
19 Wyndham Street,
Central, Hong Kong
(Education Administration Officer)



伍國賢先生
Mr. Ng Kwok Yin
6/F., Wilson House,
19 Wyndham Street,
Central, Hong Kong
(Accountant)

Dated the 9th March 2005

WITNESS to the above signatures:-



董鄉真女士
Ms. Tung Heung Chun Frances
Education Administration Officer
6/F., Wilson House,
19 Wyndham Street,
Central, Hong Kong

**THE COMPANIES ORDINANCE
(CHAPTER 32)
SPECIAL RESOLUTION
OF
THE MANCHESTER BUSINESS SCHOOL ALUMNI
ASSOCIATION (HONG KONG) LIMITED**

Passed on 30th April 2005

By a members' meeting held on 30th April 2005, the following resolution was passed as Special Resolution:-

1. Alternation in the Association's Articles of Association

Existing paragraph (20) is deleted and is replaced by the following new paragraph (20)

"A Preparation Committee may be set up by the directors to oversee the election process of the Board that be held in the Annual General Meeting."

The following new paragraph 38A is added after the existing paragraph 38.

"Notwithstanding any other provisions in the Articles, the first directors and the structure of the first Board shall be nominated and determinate by the subscribers respectively."

Siu Chor Wah
Chairlady

Presenter: Asia Link Nominees Limited
Room M202, Haleson Bldg.,
1 Jubilee Street,
Central, Hong Kong
Fax: 2900 8055



22000032314
SR 0987362
22/07/2005

**THE COMPANIES ORDINANCE
(CHAPTER 32)
SPECIAL RESOLUTION
OF
THE MANCHESTER BUSINESS SCHOOL
ALUMNI ASSOCIATION (HONG KONG) LIMITED**

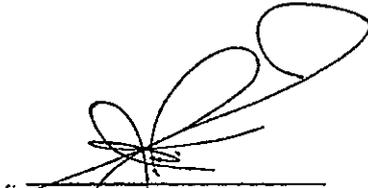
Passed on 25th July 2008

By an Extra-ordinary meeting held on 25th July 2008 at 19:30 at the Alumni's registered office, the following Special Resolution was duly passed :-

1. Alternation in the Company's Articles of Association

Existing paragraph (45) is deleted and is replaced by the following new paragraph (45)

"An incumbent Board member may seek re-election for office for a further period. The maximum number of Board member seeking re-election for an consecutive year shall not be more than one-third of the total number of Board member."


Derek Ma
Chairman of the
Extra-ordinary Meeting

Presentor: C. K. Kong & Co
Room M202,
Haleson Bldg.,
1 Jubilee Street,
Central, HK



No. 967362
編號



CERTIFICATE OF CHANGE OF NAME

公司更改名稱證書

I hereby certify that
本人謹此證明

The Manchester Business School Alumni Association (Hong Kong) Limited

having by special resolution changed its name, is now incorporated under
經通過特別決議，已將其名稱更改，該公司現根據

the Companies Ordinance (Chapter 32) in the name of
《公司條例》(第32章)註冊的名稱為

THE MANCHESTER BUSINESS SCHOOL ALUMNI ASSOCIATION (CHINA)
LIMITED
曼徹斯特商業管理學院校友會(中國)有限公司

Issued on 18 August 2008 .

本證書於二〇〇八年八月十八日發出。

Ms. Fanny Wing-chi LAM

for Registrar of Companies
Hong Kong

香港公司註冊處處長
(林詠芝 代行)

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。

