

THE COMPANIES LAW (AS AMENDED)

COMPANY LIMITED BY SHARES

AMENDED AND RESTATED

MEMORANDUM

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THE COMPANIES LAW (AS AMENDED)
COMPANY LIMITED BY SHARES

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MEMORANDUM OF ASSOCIATION

OF

ZHOU HEI YA INTERNATIONAL HOLDINGS COMPANY LIMITEES

the same.

(iv) references to any statute or statutory provision shall be construed

without prejudice to the generality of the foregoing) may as between the holders of Shares to be consolidated determine which particular Shares are to be consolidated into a consolidated Share, and if it shall happen that any person shall become entitled to fractions of a consolidated Share or Shares, such fractions may be sold by some person appointed by the Board for that purpose and the person so appointed may transfer

determine.

18

except the transfer of the Share.

22 If a share certificate is defaced, lost or destroyed, it may be replaced on payment of

CALLS ON SHARES

- 26 The Board may from time to time make such calls as it thinks fit upon the Shareholders in respect of any moneys unpaid on the Shares held by them respectively (whether on account of the nominal value of the Shares or by way of

Office, and, in the case of any Shares on the principal Register, at the

general meeting

shall not invalidate any resolution passed or any proceeding at any such meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 67 (a) All business shall be deemed special that is transacted at an extraordinary

satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be delivered to

shall not be treated as valid. No instrument

(b)

remuneration or other benefits received by him as a director, managing director, joint managing director, deputy managing director, executive director, manager or other officer or member of any such other company. The Directors may exercise the voting powers

- (B) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which

Directors on the same day08.16fcs7(t)-2.0(ay07)-1.(t)-44.9r56

between him and the Company) and may by Ordinary Resolution elect another person in his stead. Any Director so appointed shall be subject to retirement

general manager, manager or managers to appoint an assistant manager or managers or

matters referred to in paragraph (a) or (b) of this Article shall in the absence of express notice to the contrary of the person relying

or that such certificates need not be signed by any person.

(c)

(c) The Board may in addition from time to time declare and pay special Dividends of such amounts and on such dates and out of such distributable funds of the Company as it thinks fit, and the provisions of paragraph (a) of this Article as regards the3(r)g5.2(TJ ET Q

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By)7.1(e)3

Shareholders upon the footing of the value so fixed in order to adjust the rights of all parties and may determine that fractional entitlements shall be aggregated and

(including any special account, or share premium account

- (ii) in any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneously with the payment or declaration of the relevant Dividend unless, contemporaneously

by way of Dividend.

Board and, upon such forfeiture, shall

and balance sheets of the Company and such other reports and documents as may be required by law and the Listing Rules. The accounts of the Company shall be prepared and audited

189 If the Company shall be wound up, the surplus assets remaining after payment to all

(i)

has been used, as to the extent to which it has been used to make good