

**Proposed Key Amendments to the Constitution**

<b>Constitution Rule</b>	<b>Existing Constitution</b>	<b>Amended Constitution</b>	<b>Reason for amendment(s)</b>
1.2 Definitions	"Business day" has the meaning given by the Listing Rules	<del>"Business day" has the meaning given by the Listing Rules</del> <b><u>means a day which is both a business day as defined by the Listing Rules, and a day on which the Stock Exchange is generally open for the business of dealing in securities in Hong Kong.</u></b>	In the Event that the listing by way of introduction of, and permission to deal in, the shares of the Company (the "Shares") on the Main Board of The Stock Exchange of Hong Kong Limited ("Hong Kong Stock Exchange") (the "Listing") occurs, the Company will be subject to and must comply with both the Hong Kong Listing Rules and the ASX Listing Rules. The proposed amendment is required to facilitate the Listing.
	No existing definition	<b><u>"CCASS Rules" means the rules of Hong Kong Securities Clearing Company Limited (as amended from time to time).</u></b>	In the event that the Listing occurs, Shares on the Hong Kong branch register may be held by Central Clearing and Settlement System ("CCASS"). The Company will be required to comply with CCASS securities eligibility criteria and operational requirements before any of its Hong Kong shares can be admitted to trading on the Stock Exchange ("Admission"). All activities under CCASS are subject to the general rules of CCASS and its operational procedures ("CCASS Rules"). The Guide to Eligibility and Admission of Securities to the Central Clearing and Settlement System ("CCASS Guide") advise issuers to include certain provisions in their constitutional documents ("CCASS Constitutional Changes") as part of Admission. Accordingly, the definition of CCASS Rules is proposed to be included in the Constitution.
	No existing definition	<b><u>"clearing house" means a recognised clearing house within the meaning of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) and any amendments thereto or re-enactments thereof for the time</u></b>	Under Hong Kong law, a "clearing house" includes CCASS, which provides clearing and settlement services, depository and nominee services.

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		<u><i>being in force.</i></u>	As part of the CCASS Constitutional Changes, it is proposed that references to 'clearing house' be inserted to facilitate Admission.
	No existing definition	<u><i>"Close Associates" has the meaning given in the Hong Kong Listing Rules.</i></u>	In the event that the Listing occurs, the Company will be subject to and must comply with both the Hong Kong Listing Rules and the ASX Listing Rules. The proposed amendment is required to facilitate the Listing. The Hong Kong Listing Rules specifically defines 'Close Associates' and this concept applies in the context of declaration of directors' interests and director voting in matters in which they have an interest in Rule 9.4 of the Constitution
	No existing definition	<u><i>"Companies Ordinance" means the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) as in force from time to time.</i></u>	It is proposed that the definition of the Hong Kong "Companies Ordinance" be inserted in view of the Listing.
	No existing definition	<u><i>"Hong Kong" means the Hong Kong Special Administrative Region of the People's Republic of China.</i></u>	It is proposed that the definition of "Hong Kong" be inserted in view of the Listing.
	No existing definition	<u><i>"Hong Kong Listing Rules" means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time), for so long as the shares of the Company are listed on the Stock Exchange, except to the extent of any express written waiver by The Stock Exchange of Hong Kong Limited.</i></u>	The proposed amendment is required to facilitate the Listing.
	"Member" means a person whose name is entered in the Register as the holder of a share.	<u><i>"Member" means a registered holder from time to time of the shares in the capital of the Company.</i></u> <del>person whose name is entered in the Register as the holder of a share.</del>	The proposed amendment is required to facilitate the Listing.
	"Register" means the register of members kept as required by sections 168 and 169 and includes a computerised or electronic subregister established and administered under the SCH business rules.	<u><i>"Principal Register" means the register of members kept in Australia</i></u> as required by sections 168 and 169 and includes a computerised or electronic subregister established and administered under the SCH business rules.	The proposed amendment is made to facilitate the Listing as there will also be a Hong Kong branch register.

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	No existing definition	<b><u>“Register” means the Principal Register and where applicable, any branch register of Members.</u></b>	The proposed amendment is made to facilitate the Listing as there will also be a Hong Kong branch register.
	No existing definition	<b><u>“Relevant Territory” means Australia and / or Hong Kong.</u></b>	It is proposed that the definition of “Relevant Territory” be inserted to include Hong Kong and Australia in view of the Listing.
	No existing definition	<b><u>“Stock Exchange” means The Stock Exchange of Hong Kong Limited (for so long as the shares of the Company are listed and quoted thereon) and / or the ASX (for so long as the shares of the Company are listed and quoted thereon), as applicable and as the context requires.</u></b>	It is proposed that the definition of “Stock Exchange” be inserted to include the Hong Kong Stock Exchange and the ASX in view of the Listing.
3.1 Number of Directors	The Board may from time to time decide the number of Directors (not counting Alternates) but that number must be at least:  (a) 3; or  (b) the number of Directors (not counting Alternates) in office when the decision is made,  (whichever is greater).	(a) The Board may from time to time decide the number of Directors (not counting Alternates) ( but that number must be at least:  (i) 3; or  (ii) the number of Directors (not counting Alternates) in office when the decision is made,  (whichever is greater).  <b><u>(b) The Board must include at least three independent non-executive Directors representing at least one-third of the Board; and at least one of the independent non-executive Directors must have appropriate professional qualifications or accounting or related financial management expertise.</u></b>	The proposed insertion is to address Rule 3.10(2) of the Hong Kong Listing Rules which provides that at least one of the independent non-executive directors must have appropriate professional qualifications or accounting or related financial management expertise and reflects the matters set out in Note to Rule 3.10(2). The proposed amendment is also made to ensure compliance with Rule 3.10A of the Hong Kong Listing Rules.
3.2 Qualification	A Director need not be a member of the Company. Neither the auditor of the Company for the time being nor any partner or employee of the auditor is eligible to act as a Director of the Company.	<b><u>(a)</u></b> A Director need not be a member of the Company. Neither the auditor of the Company for the time being nor any partner or employee of the auditor is eligible to act as a Director of the Company. <b><u>(b) No Director shall be required to vacate office or be ineligible for re-election or re-appointment as a Director and no person shall be ineligible for appointment as a</u></b>	The proposed amendments are to facilitate the Listing and are usually adopted by listed companies in Hong Kong

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		<u><b>Director by reason only of his having attained any particular age.</b></u>	
3.4 Appointment by general meeting	Subject to this document, section 201E, and to the number of Directors for the time being fixed under rule 3.1 not being exceeded, the Company may appoint Directors by ordinary resolution. A Director appointed to replace one removed from office under rule 3.10 must retire when the Director replaced would have been required to retire if not removed and is eligible for re-election.	Subject to this <u><b>constitution</b></u> , section 201E, and to the number of Directors for the time being fixed under rule 3.1 <del>not being complied with</del> <del>exceeded</del> , the Company may <u><b>from time to time</b></u> appoint Directors by ordinary resolution. A Director appointed to replace one removed from office under rule 3.10 must retire when the Director replaced would have been required to retire if not removed and is eligible for re-election. <u><b>Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election.</b></u>	The proposed amendments are to facilitate the Listing and are usually adopted by listed companies in Hong Kong
3.6 One third of Directors retire annually	At each annual general meeting:  (a) one third (or if that is not a whole number, the whole number nearest to one third) of the Directors who are not:  (i) appointed, and required to retire, under rule 3.3;  (ii) the Managing Director (or if there is more than 1, the 1 (if any) nominated under rule 7.3(a); or  (iii) Directors only because they are Alternates; and  (b) any Director who would, if that Director remained in office until the next annual general meeting, have held that office for more than 3 years, must retire from office and are eligible for re-election.	<u><b>Every Director shall retire from office once every three years and for this purpose, a</b></u> At each annual general meeting:  (a) one third (or if that is not a whole number, the whole number nearest to, <u><b>but not less than</b></u> , one third) of the Directors who are not:  (i) appointed, and required to retire, under rule 3.3;  (ii) the Managing Director (or if there is more than 1, the <u><b>one</b></u> 4 (if any) nominated under rule 7.3(a); or  (iii) Directors only because they are Alternates; and  (b) any Director who would, if that Director remained in office until the next annual general meeting, have held that office for more than 3 years, must retire from office and are eligible for re-election. <u><b>The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing the same number of persons to be Directors.</b></u>	
3.9 Cessation of	The office of a Director automatically becomes vacant if the person who holds the office:	The office of a Director automatically becomes vacant if the person who holds the office:	The proposed amendments are to facilitate the Listing and are usually adopted by

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Director's appointment	<p>(i) becomes an insolvent under administration;</p> <p>(ii) is not permitted by the Act (or an order made under the Act) to be a director;</p> <p>(iii) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;</p> <p>(iv) fails to attend Board meetings (either personally or by an Alternate) for a continuous period of 3 months without leave of absence from the Board;</p> <p>(v) resigns by notice in writing to the Company;</p> <p>(vi) is removed from office under rule 3.10; or</p> <p>(vii) ceases to qualify as a Director under rule 3.2.</p>	<p>(i) becomes an insolvent under administration;</p> <p>(ii) is not permitted by the Act (or an order made under the Act) to be a director;</p> <p>(iii) becomes of unsound mind or physically or mentally incapable of performing the functions of that office;</p> <p>(iv) fails to attend Board meetings (either personally or by an Alternate) for a continuous period of 3 months without leave of absence from the Board;</p> <p>(v) resigns by notice in writing to the Company;</p> <p>(vi) is removed from office under rule 3.10; or</p> <p><b><u>(vii) ceases to qualify as a Director under rule 3.2;</u></b></p> <p><b><u>(viii) has been validly required by the Stock Exchange of the Relevant Territory to cease to be a Director and the relevant time period for application for review of or appeal against such requirement has lapsed and no application for review or appeal has been filed or is underway against such requirement.</u></b></p>	listed companies in Hong Kong
3.10 Removal from office	<p>Whether or not a Director's appointment was expressed to be for a specified period, subject to section 203D:</p> <p>(a) the Company by ordinary resolution; or</p> <p>(b) members holding a majority of the issued shares of the Company conferring the right to vote, by writing delivered to the Company,</p> <p>may remove a Director from office.</p>	<p>(a) Whether or not a Director's appointment was expressed to be for a specified period, subject to section 203D:</p> <p>(i) the Company by ordinary resolution; or</p> <p>(ii) members holding a majority of the issued shares of the Company conferring the right to vote, by writing delivered to the Company,</p> <p>may remove a Director from office.</p> <p><b><u>(b) Nothing in this rule should be taken as depriving a Director removed under any provision of this rule of compensation or damages payable to him in respect of the termination of his appointment as a Director or of any other</u></b></p>	The proposed amendment is made pursuant to Rule 4(3) of Appendix 3 of the Hong Kong Listing Rules which provides that where not otherwise provided by law, any director (including a managing or other executive director, but without prejudice to any claim for damages under any contract) could be removed by ordinary resolution in a general meeting before the expiration of his period of office.

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		<b><u>appointment or office as a result of the termination of his appointment as a Director or as derogatory from any power to remove a Director which may exist apart from the provision of this rule.</u></b>	
3.12 Register of Directors and notification of change	No existing rule	<b><u>Register of directors and notification of change</u></b>  <b><u>The Company shall keep at its registered office a register of directors and officers containing their names and addresses and any other particulars required by the Act and shall notify ASIC and the Registrar of Companies of Hong Kong and the Stock Exchange of any changes in relation to such Directors and officers as required by the Act, the Companies Ordinance, the ASX Listing Rules and the Hong Kong Listing Rules.</u></b>	The proposed amendments are to facilitate the Listing and are usually adopted by listed companies in Hong Kong
4.1 Appointment of Alternates	Subject to rule 3.2, a Director (other than an Alternate) may appoint a person who is approved by the Board (without the vote of the Appointor) to act as Alternate for a specified period or each time the Appointor is unable to attend a Board meeting or act as a Director.	Subject to rule 3.2, a Director (other than an Alternate) may <b><u>at any time by notice in writing delivered to the registered office of the Company or at a meeting of the Board</u></b> , appoint a person <b><u>(including another Director)</u></b> who is approved by the Board (without the vote of the Appointor) to act as Alternate for a specified period or each time the Appointor is unable to attend a Board meeting or act as a Director. <b><u>Such appointment, unless previously approved by the Board, shall have effect only upon and subject to being so approved, provided that the Board may not withhold approval of any such appointment where the proposed appointee is a Director.</u></b>	The proposed amendments are to facilitate the Listing and are usually adopted by listed companies in Hong Kong
4.3 Obligations and entitlements of Alternates	An Alternate:  (a) may attend and vote in place of the Appointor at a Board meeting at which the Appointor is not present;  (b) if also a Director, has a separate right to vote as Alternate;  (c) if Alternate for more than 1 Appointor, has a separate right to vote in place of each Appointor;	<b><u>(a)</u></b> An Alternate:  <b><u>(i)</u></b> may attend and vote in place of the Appointor at a Board meeting at which the Appointor is not present;  <b><u>(ii)</u></b> if also a Director, has a separate right to vote as Alternate;  <b><u>(iii)</u></b> if Alternate for more than 1 Appointor, has a separate right to vote in place of each Appointor;  <b><u>(iv)</u></b> when acting as Alternate, is an officer of the Company and subject to all the duties, and entitled to exercise all the powers	The proposed amendments are to facilitate the Listing and are usually adopted by listed companies in Hong Kong

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	<p>(d) when acting as Alternate, is an officer of the Company and subject to all the duties, and entitled to exercise all the powers and rights, of the Appointor as a Director; and</p> <p>(e) is entitled to reasonable travelling, hotel and other expenses incurred in attending meetings of the Board or of the Company or while otherwise engaged on the business of the Company on the same basis as other Directors but is not entitled to any other remuneration from the Company (but the Appointor may further remunerate the Alternate).</p>	<p>and rights, of the Appointor as a Director; and</p> <p><u>(v) is entitled to reasonable travelling, hotel and other expenses incurred in attending meetings of the Board or of the Company or while otherwise engaged on the business of the Company on the same basis as other Directors but is not entitled to any other remuneration from the Company (but the Appointor may further remunerate the Alternate).</u></p> <p><u><b>(b) To such extent as the Board may from time to time determine in relation to any committee of the Board, the provisions of this rule shall also apply mutatis mutandis to any meeting of any such committee of which an Appointor is a member. An Alternate shall not, save as aforesaid, have power to act as a Director nor shall he be deemed to be a Director for the purposes of this constitution.</b></u></p>	
4.4 Termination of appointment	The Appointor may revoke the appointment of a person as Alternate whether or not that appointment is for a specified period. If the Appointor ceases to be a Director, any appointment of an Alternate made by the Appointor immediately ceases	The Appointor may revoke the appointment of a person as Alternate whether or not that appointment is for a specified period. If the Appointor ceases to be a Director, any appointment of an Alternate made by the Appointor immediately ceases, <u><b>or if an Alternate is a Director, he is vacated from such office.</b></u>	The proposed amendments are to facilitate the Listing and are usually adopted by listed companies in Hong Kong
5.1 Powers generally	<p>Except as otherwise required by the Act, any other applicable law, the Listing Rules or this document, the Board:</p> <p>(a) has power to manage the business of the Company; and</p> <p>(b) subject to rule 5.3, may exercise every right, power or capacity of the Company to the exclusion of the Company in general meeting and the members.</p>	<p>Except as otherwise required by the Act, any other applicable law, the Listing Rules, or this <u><b>constitution, the Hong Kong Listing Rules or any matter from time to time authorized or approved by the Company in general meeting (provided that no matter authorised or approved by the Company (i) is inconsistent with the Act or this constitution and (ii) shall invalidate any prior act of the Board which would have been valid if such authorisation or approval had not been obtained</b></u>, the Board:</p> <p>(a) has power to manage the business of the Company; and</p> <p>(b) subject to rule 5.3, may exercise every right, power or capacity of the Company to the exclusion of the Company in general meeting and the members.</p>	The proposed amendments are to facilitate the Listing and are usually adopted by listed companies in Hong Kong

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7.1 Appointment and power of Managing Director	The Board may appoint 1 or more Directors to be a Managing Director either for a specified term (but not for life) or without specifying a term.	The Board may appoint 1 or more Directors to be a Managing Director either for a specified term (but not for life) or without specifying a term <b><u>and upon such terms as it thinks fit and upon such terms as to remuneration as it may decide (which may be by way of salary, commission, or participation in profits or otherwise or by all or any of those modes and with such other benefits (including share option and/or pension and/or gratuity and/or other benefits on retirement) and allowances) from time to time. Such remuneration shall be in addition to such remuneration as the recipient may be entitled to receive as a Director.</u></b>	The proposed amendments are to facilitate the Listing and are usually adopted by listed companies in Hong Kong
8.1 Delegation to committee or attorney	The Board may delegate any of its powers:  (a) to a committee consisting of at least 1 Director which may also include people who are not Directors; or  (b) to an attorney;  and may revoke a delegation previously made whether or not the delegation is expressed to be for a specified period. This rule is supplemental to section 126(1).	The Board may delegate any of its powers:  (a) <b><u>subject to the requirements of the Hong Kong Listing Rules,</u></b> to a committee consisting of at least 1 Director which may also include people who are not Directors, <b><u>with approved written terms of reference which clearly establishes its authority and duties;</u></b> or  (b) to an attorney; <b><u>by power of attorney</u></b> and may revoke a delegation previously made whether or not the delegation is expressed to be for a specified period. This rule is supplemental to section 126(1).	The proposed amendments are to address Rules 3.21, 3.22, 3.25 and 3.26 of the Hong Kong Listing Rules
8.2 Terms of delegation	A delegation of powers under rule 8.1 may be made:  (a) for a specified period or without specifying a period; and  (b) on the terms (including power to further delegate) and subject to any restrictions the Board decides.  Power exercised in accordance with a delegation of the Board is treated as exercised by the Board.	A delegation of powers under rule 8.1 may be made:  (a) for a specified period or without specifying a period; and  (b) on the terms (including power to further delegate) and subject to any restrictions the Board decides, <b><u>provided such powers delegated do not exceed those vested in or exercisable by the Board under this constitution.</u></b>  Power exercised in accordance with a delegation of the Board is treated as exercised by the Board.	The proposed amendments are to facilitate the Listing and are usually adopted by listed companies in Hong Kong
9.3 Declaration of	A Director who:	A Director who:	The proposed amendment is made pursuant to Rule 4(1) of Appendix 3 of the

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interests	<p>(a) is in any way interested in a contract or proposed contract with the Company; or</p> <p>(b) holds any office or possesses any property as a result of which duties or interests might be created which are directly or indirectly in conflict with that Director's duties or interests as a Director,</p> <p>must declare the fact and the nature of the interest, or nature, character and extent of the conflict at the first Board meeting held after the relevant facts come to the Director's knowledge or after appointment as a Director (whichever is later).</p>	<p>(a) is in any way interested in a contract or proposed contract with the Company; or</p> <p>(b) holds any office or possesses any property as a result of which duties or interests might be created which are directly or indirectly in conflict with that Director's duties or interests as a Director ,</p> <p>must declare the fact and the nature of the interest, or nature, character and extent of the conflict at the first Board meeting held after the relevant facts come to the Director's knowledge or after appointment as a Director (whichever is later). (whichever is later). <b><u>If disclosure under this rule 9.3 is made before the agreement is entered into:</u></b></p> <p><b><u>(i) the Director may retain benefits under the agreement even though the Director has an interest in the agreement; and</u></b></p> <p><b><u>(ii) the Company cannot avoid the agreement merely because of the existence of the interest.</u></b></p>	<p>Hong Kong Listing Rules which provides that a director shall not vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his close associates has a material interest nor shall he be counted in the quorum present at the meeting.</p>
9.4 Director interested in agreement	<p>Each Director must comply with section 195 in relation to being present, or voting, at a Board meeting that considers a matter in which the Director has a material personal interest. Subject to section 195:</p> <p>(a) a Director may be counted in a quorum at a Board meeting that considers, and may vote on, whether the Company enters into an agreement or proposed agreement in which that Director has an interest;</p> <p>(b) the Company may enter into the agreement and the Director may participate in the execution of any relevant document by or on behalf of the Company;</p> <p>(c) the Director may be counted in a quorum at a Board meeting that considers, and may vote on,</p>	<p><del>Each Director must comply with section 195 in relation to being present, or voting, at a Board meeting that considers a matter in which the Director has a material personal interest. Subject to section 195:</del></p> <p>(a) <b><u>Subject to Rule 9.4(b), a Director shall not vote on (nor shall he be counted in the quorum in relation to) any resolution of the Board in respect of any contract or arrangement or proposed contract or arrangement in which he or any of his Close Associates has a material interest and if he shall do so his vote shall not be counted (nor is he to be counted in the quorum for the resolution).</u></b> <del>a Director may be counted in a quorum at a Board meeting that considers, and may vote on, whether the Company enters into an agreement or proposed agreement in which that Director has an interest</del></p> <p>(b) <b><u>Matters in which he or any of his Close Associates shall not be considered to have a material interest shall include the following:</u></b> <del>the Company may enter into the</del></p>	<p>The proposed amendment is made pursuant to Rule 4(1) of Appendix 3 of the Hong Kong Listing Rules which provides that a director shall not vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his close associates has a material interest nor shall he be counted in the quorum present at the meeting.</p> <p>The proposed insertion of a list of matters in which the director or his associates shall not be considered to have a personal material interest largely reflects the matters set out in Note 1 to Rule 4(1) of Appendix 3 of the Hong Kong Listing Rules.</p>

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	<p>matters involving the agreement; and</p> <p>(d) if disclosure under rule 9.3 is made before the agreement is entered into:</p> <p>(i) the Director may retain benefits under the agreement even though the Director has an interest in the agreement; and</p> <p>(ii) the Company cannot avoid the agreement merely because of the existence of the interest.</p>	<p><del>agreement and the Director may participate in the execution of any relevant document by or on behalf of the Company;</del></p> <p><del>) the Director may be counted in a quorum at a Board meeting that considers, and may vote on, matters involving the agreement; and</del></p> <p><del>) if disclosure under rule 9.3 is made before the agreement is entered into:</del></p> <p><del>(i) the Director may retain benefits under the agreement even though the Director has an interest in the agreement; and</del></p> <p><del>(ii) the Company cannot avoid the agreement merely because of the existence of the interest.</del></p> <p><b><u>(i) any contract or arrangement for the giving to such Director or his Close Associate(s) any security or indemnity in respect of money lent by him or any of them or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries;</u></b></p> <p><b><u>(ii) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or any of his Close Associate(s) has himself/themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;</u></b></p> <p><b><u>(iii) any contract or arrangement in which he is the director or his Close Associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company or any of its subsidiaries by virtue only of his/their interest in shares or debentures or other securities of the Company;</u></b></p> <p><b><u>(iv) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be</u></b></p>	

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		<p><u>interested in for subscription or purchase where the Director or his Close Associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;</u></p> <p><u>(v) any proposal concerning the adoption, modification or operation of a share option or incentive scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to the Director or his Close Associate(s) and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director or his Close Associate(s) as such any privilege or advantage not accorded to the employees to which such scheme or fund relates;</u></p> <p><u>(vi) any proposal concerning any other company in which the Director or his Close Associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder or in which the Director or his Close Associate(s) is/are beneficially interested in shares of that company, provided that the Director and any of his Close Associates are not in aggregate beneficially interested in five (5) per cent or more of the issued shares or of the voting rights of any class of shares of such company (or any third company through which his interest or that of his Close Associates is derived);</u></p> <p><u>(vii) the funding by the Company of his expenditure on defending proceedings or the doing by the Company of anything to enable him to avoid incurring such expenditure where all other Directors are being offered substantially the same arrangements; and</u></p> <p><u>(viii) any contract for the purchase or maintenance of insurance against any liability for, or for the benefit of, any Director or Directors or for, or for the benefit of, persons who include Directors.</u></p>	
9.5 Who can decide	No existing rule	<u>If any question shall arise at any meeting of the Board as to the materiality of a Director's interest or the significance of a contract, arrangement or transaction or proposed</u>	The proposed amendments are consequential changes as a result of the proposed amendments to Rule 9.3 and 9.4

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whether a Director may vote		<u><b>contract, arrangement or transaction or as to the entitlement of any Director to vote or form part of a quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the chairman of the meeting (or, where such question relates to the interest of the chairman, to the other Directors at the meeting) and his ruling (or, as appropriate, the ruling of the other Directors) in relation to any other Director (or, as appropriate, the chairman) shall be final and conclusive except in a case where the nature or extent of the interests of the Director concerned (or, as appropriate, the chairman) as known to such Director (or, as appropriate, the chairman) has not been fairly disclosed to the Board.</b></u>	above which will ensure whether a Director may vote on any board resolution approving any contract or arrangement or any other proposal.
9.6 Agreements with third parties	The Company cannot avoid an agreement with a third party merely because a Director:  (a) fails to make a disclosure required by rule 9.3; or  (b) is present at, or counted in the quorum for, a meeting that considers, votes on, or participates in the execution of, that agreement in breach of section 195.	The Company cannot avoid an agreement with a third party merely because a Director:  (a) fails to make a disclosure required by rule 9.3; or  (b) is present at, or counted in the quorum for, a meeting that considers, votes on, or participates in the execution of, that agreement in breach of <u><b>rule 9.4</b></u> <del>section 195</del> .	The proposed amendments are consequential changes as a result of the proposed amendments to Rule 9.3 and Rule 9.4 above.
12.2 Notice of Board meeting	The convenor of each Board meeting:  (a) must give reasonable notice of the meeting (and, if it is adjourned, of its resumption) individually to:  (i) each Director who is in Australia; and  (ii) each Alternate in respect of whom the Appointor has given notice under rule 4.2 requiring notice of Board meetings to be given to that Alternate or whose Appointor is not given notice due to being outside Australia; and  (b) may give that notice orally (including by telephone) or in writing,	The convenor of each Board meeting:  (a) must give reasonable notice <u><b>(of at least 14 days)</b></u> of the meeting (and, if it is adjourned, of its resumption) individually to:  (i) each Director <del>who is in Australia</del> ; and  (ii) each Alternate in respect of whom the Appointor has given notice under rule 4.2 requiring notice of Board meetings to be given to that Alternate or whose Appointor is not given notice due to being outside Australia; and  (b) may give that notice orally (including by telephone) or in writing,	The proposed insertions reflect the requirements under Rule A.1.3 of Appendix 14 of the Hong Kong Listing Rules that notice of at least 14 days should be given of a regular board meeting to give all directors an opportunity to attend. For all other board meetings, reasonable notice should be given.

Constitution Rule	Existing Constitution	Amended Constitution	Reason for amendment(s)
	but failure to give notice to, or non-receipt of notice by, a Director does not result in a Board meeting being invalid.	but failure to give notice to, or non-receipt of notice by, a Director does not result in a Board meeting being invalid.	
12.5 Quorum	Unless the Board decides otherwise, the quorum for a Board meeting is 2 Directors and a quorum must be present for the whole meeting. An Alternate who is also a Director or a person who is an Alternate for more than 1 Appointor may only be counted once toward a quorum. A Director is treated as present at a meeting held by audio or audio-visual communication if the Director is able to hear and be heard by all others attending. If a meeting is held in another way permitted by section 248D, the Board must resolve the basis on which Directors are treated as present.	<p><u>(a)</u> Unless the Board decides otherwise, the quorum for a Board meeting is 2 Directors and a quorum must be present for the whole meeting. An Alternate who is also a Director or a person who is an Alternate for more than 1 Appointor may only be counted once toward a quorum. A Director is treated as present at a meeting held by audio or audio-visual communication if the Director is able to hear and be heard <b><i>contemporaneously</i></b> by all others attending. If a meeting is held in another way permitted by section 248D, the Board must resolve the basis on which Directors are treated as present.</p> <p><b><u>(b) A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under this constitution for the time being vested in or exercisable by the Board generally.</u></b></p>	The proposed amendments are to facilitate the Listing and are usually adopted by listed companies in Hong Kong
12.8 Written resolution	If all the Directors entitled to receive notice of a Board meeting and to vote on a resolution sign a document containing a statement that they are in favour of the resolution set out in the document, a resolution in those terms is treated as having been passed at a Board meeting at the time when the last Director signs.	<p><u>(a)</u> If all the Directors entitled to receive notice of a Board meeting and to vote on a resolution sign a document containing a statement that they are in favour of the resolution set out in the document, a resolution in those terms is treated as having been passed at a Board meeting at the time when the last Director signs.</p> <p><b><u>(b) Unless required otherwise by the Hong Kong Listing Rules, a resolution in writing signed by each and every one of the Directors (or their respective Alternates pursuant to rule 4.3) shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in like form each signed by one or more of the Directors or Alternates. Notwithstanding the foregoing, a resolution in writing shall not be valid and effective if the resolution relates to any matter or business in which a substantial shareholder of the Company (as defined in the Hong Kong Listing Rules from time to time), or a Director, has an</u></b></p>	The proposed amendments are to facilitate the Listing and are usually adopted by listed companies in Hong Kong

Constitution Rule	Existing Constitution	Amended Constitution	Reason for amendment(s)
		<u><i>interest conflicting with that of the Company which the Board determines, prior to the passing of such resolution, to be material.</i></u>	
14.2 Quorum	The quorum for a meeting of members is 2 Voting Members. Each individual present may only be counted once toward a quorum. If a member has appointed more than 1 proxy or representative only 1 of them may be counted toward a quorum.	<u><i>Subject to rule 32.5(b),</i></u> <del>the</del> quorum for a meeting of members is 2 Voting Members. Each individual present may only be counted once toward a quorum. If a member has appointed more than 1 proxy or representative only 1 of them may be counted toward a quorum. <u><i>No business shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the meeting.</i></u>	The proposed amendments reflect the requirements under Rule 6(2) of Appendix 3 of the Hong Kong Listing Rules that the quorum for a separate class meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the issued shares of the class.
15.1 Appointment of Proxies	<p>A member may appoint not more than 2 proxies to attend and act for the member at a meeting of members. An appointment of proxy must be made by written notice to the Company:</p> <p>(a) that complies with section 250A(1) and the Listing Rules; or</p> <p>(b) in any other form and mode that complies with the Listing Rules and is, and is signed or acknowledged by the member in a manner, satisfactory to the Board.</p> <p>(a) If a member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of those votes.</p>	<p><u><i>(a) Subject to rule 15.1(b), a member who is entitled to attend and cast a vote at a meeting of the Company's members may appoint a proxy not more than 2 proxies to attend and act for the member at a meeting of members.</i></u></p> <p><u><i>(b) If the member is entitled to cast 2 or more votes at the meeting, they may appoint 2 proxies. A member which is a clearing house (or its nominee(s)) may appoint more than 2 proxies.</i></u></p> <p><del>1. entitled to cast 2 or more votes at the meeting, they may appoint 2 proxies; and</del>  <del>2. clearing house (or its nominee(s)), they may appoint more than 2 proxies.</del></p> <p><u><i>(c) The person appointed as proxy may be an individual or a body corporate. A proxy that is a body corporate may appoint a representative under rule 15.4 to exercise the powers that the body corporate may exercise as the member's proxy.</i></u></p> <p><u><i>(d) The appointment may specify the proportion or number of votes of the appointing member that the proxy may exercise.</i></u></p> <p><u><i>(e) An appointment of proxy must be made by written notice to the Company:</i></u></p>	The proposed amendments are in part to address the requirements of paragraph 4.2.3 of the CCASS Guide which provides that issuers are requested to include in their constitutional documents provisions permitting the appointment of more than one corporate representative/proxy to attend, vote and act at general meetings as if they were individual members, including the right of speech and the right to vote on show of hands and on poll, as well as incorporating the language of section 249X of the Corporations Act, which is a mandatory provision for Australian public companies.

Constitution Rule	Existing Constitution	Amended Constitution	Reason for amendment(s)
		<p>(i) that complies with section 250A(1) and the Listing Rules; or</p> <p>(ii) in any other form and mode that complies with the Listing Rules and is, and is signed or acknowledged by the member in a manner, satisfactory to the Board.</p> <p><b><u>(f) If a member (other than a clearing house (or its nominee(s)) appoints 2 proxies under this rule and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, then each proxy may exercise half an equal number of those votes.</u></b></p> <p><b><u>(g) Any fractions of votes resulting from the application of rule 15.1 (d) or 15.1(f) must be disregarded.</u></b></p>	
15.4 Corporate representative s	A member that is a body corporate may appoint an individual to act as its representative at meetings of members as permitted by section 250D.	<p>(a) A member that is a body corporate may appoint an individual to <b><u>exercise all or any of the powers the body corporate may exercise</u></b> act as its representative at meetings of members as permitted by section 250D.</p> <p><b><u>(b) A member that is a clearing house (or its nominee(s)) may authorise such person or persons as it thinks fit to act as its representative(s) at any meetings of members or at any general meeting of any class of members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. A person so authorised pursuant to this rule shall be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) which he represents as that clearing house (or its nominee(s)) could exercise as if such person were an individual member holding the number and class of shares specified in such authorisation, including, where a show of hands is allowed, the right to vote individually on a show of hands, notwithstanding any contrary provision contained in this Constitution.</u></b></p>	The proposed amendments are in part to address the requirements of paragraph 4.2.3 of the CCASS Guide which provides that issuers are requested to include in their constitutional documents provisions permitting the appointment of more than one corporate representative/proxy to attend, vote and act at general meetings as if they were individual members, including the right of speech and the right to vote on show of hands and on poll.
15.5 Standing appointments	A member may appoint a proxy, attorney or representative to act at a particular meeting of members or make a standing appointment and may revoke any appointment. A proxy, attorney or	A member may appoint a proxy, attorney or representative to act at a particular meeting of members or make a standing appointment. <b><u>A member</u></b> and may revoke any appointment <b><u>by notice in writing to the Company.</u></b> A proxy, attorney or	The proposed amendments are consequential changes as a result of the proposed amendments to Rule 15.1 and Rule 15.4 above.

Constitution Rule	Existing Constitution	Amended Constitution	Reason for amendment(s)
	representative may, but need not, be a member.	representative may, but need not, be a member.	
15.6 Suspension of proxy or attorney's powers if member present	<p>A proxy or attorney has no power to act for a member at a meeting at which the member is present:</p> <p>(a) in the case of an individual, in person; or</p> <p>(b) in the case of a body corporate, by representative.</p> <p>A proxy has no power to act for a member at a meeting at which the member is present by attorney.</p>	<p>A proxy or attorney has no power to act for a member at a meeting at which the member is present:</p> <p>in the case of an individual, in person; or</p> <p>in the case of a body corporate, by representative <b><u>duly appointed under rule 15.4.</u></b></p> <p>A proxy has no power to act for a member at a meeting at which the member is present by attorney.</p>	The proposed amendments are consequential changes as a result of the proposed amendments to Rule 15.1 and Rule 15.4 above.
15.7 Priority of conflicting appointments of attorney or representative	<p>If more than 1 attorney or representative appointed by a member is present at a meeting of members and the Company has not received notice of revocation of any of the appointments:</p> <p>(a) an attorney or representative appointed to act at that particular meeting may act to the exclusion of an attorney or representative appointed under a standing appointment; and</p> <p>(b) subject to paragraph (a), an attorney or representative appointed under a more recent appointment may act to the exclusion of an attorney or representative appointed earlier in time.</p>	<p><b><u>Except in the case of a member which is a clearing house (or its nominee(s)),</u></b> if more than 1 attorney or representative appointed by a member is present at a meeting of members and the Company has not received notice of revocation of any of the appointments:</p> <p>(a) an attorney or representative appointed to act at that particular meeting may act to the exclusion of an attorney or representative appointed under a standing appointment; and</p> <p>(b) subject to paragraph (a), an attorney or representative appointed under a more recent appointment may act to the exclusion of an attorney or representative appointed earlier in time.</p>	The proposed amendments are consequential changes as a result of the proposed amendments to Rule 15.1 and Rule 15.4 above.
15.8 More than 2 current proxy appointments	An appointment of proxy by a member is revoked (or, in the case of a standing appointment, suspended for that particular meeting) if the Company receives a further appointment of proxy from that member which would result in there being more than 2 proxies of that member entitled to act at a meeting. The appointment of proxy made first in time is the first to be treated as revoked or suspended by this rule.	<b><u>Except in the case of a member which is a clearing house (or its nominee(s)),</u></b> an appointment of proxy by a member is revoked (or, in the case of a standing appointment, suspended for that particular meeting) if the Company receives a further appointment of proxy from that member which would result in there being more than 2 proxies of that member entitled to act at a meeting. The appointment of proxy made first in time is the first to be treated as revoked or suspended by this rule. <b><u>If a member which is a clearing house (or its nominee(s)) has appointed more than 2 proxies to attend and vote at the</u></b>	The proposed amendments are in part to address the requirements of paragraph 4.2.3 of the CCASS Guide which provides that issuers are requested to include in their constitutional documents provisions permitting the appointment of more than one corporate representative/proxy to attend, vote and act at general meetings as if they were individual members, including the right of speech and the right to vote on

Constitution Rule	Existing Constitution	Amended Constitution	Reason for amendment(s)
		<b><u>same general meeting under rule 15.1, each proxy shall be entitled to exercise the same powers at the same general meeting on behalf of the clearing house (or its nominee(s)) as the clearing house (or its nominee(s)) could exercise, including the right to vote individually on a show of hands.</u></b>	show of hands and on poll.
16.1 Determining voting entitlements	Subject to section 250L(4) and rule 17.2(b) which apply to a demand for a poll, to decide, for the purposes of a particular meeting, who are members of the Company and how many shares they hold, the Company must refer only:  (a) if the convenor of the meeting determined a specified time under regulation 7.11.38 before notice of the meeting was given, to the Register as it stood at that time; or  (b) otherwise, to the Register as it stood 48 hours before the meeting or at any later time required by the SCH business rules.	Subject to section 250L(4) and rule 17.2(b) which apply to a demand for a poll, to decide, for the purposes of a particular meeting, who are members of the Company and how many shares they hold, the Company must refer only:  (a) if the convenor of the meeting determined a specified time under regulation 7.11.38 before notice of the meeting was given, to the Register as it stood at that time; or  (b) otherwise, to the Register as it stood 48 hours before the meeting or at any later time required by the SCH business rules <b><u>or the CCASS Rules.</u></b>	In the event that the Listing is completed, Shares on the Hong Kong branch register may be held by CCASS. All activities under CCASS are subject to the CCASS Rules. It is therefore proposed that references to 'CCASS Rules' be inserted to facilitate the Listing.
16.2 Number of votes	Subject to section 250A(4), rules 14.6, 15, 16.4, 16.6 and 29.4 and terms on which shares are issued:  (a) on a show of hands:  (i) if a member has appointed 2 proxies, neither of those proxies may vote; and  (ii) subject to paragraph (a)(i), every individual present who is a member, or a proxy, attorney or representative of a member, entitled to vote has 1 vote;  (b) on a poll every member present: has 1 vote for every fully paid share held; subject to paragraph (c), in respect of each partly paid share held has a fraction of a vote equal to the proportion which the amount paid bears to the total issue price of the share; and	Subject to section 250 <del>BBA</del> (4), rules 14.6, 15, 16.4, 16.6 and 29.4 and terms on which shares are issued:  (a) on a show of hands:  (i) if a member <b><u>(which is not a clearing house or its nominee(s))</u></b> has appointed 2 proxies, neither of those proxies may vote;  <b><u>(ii) if a member is a clearing house (or its nominee(s)) that has appointed 2 or more proxies who are individuals present at the meeting, each proxy present must vote in accordance with their proxy form; and</u></b>  (iii) subject to paragraph (a)(i) <b><u>and (a)(ii)</u></b> , every individual present who is a member, or a proxy, attorney or representative of a member, entitled to vote has 1 vote;  (b) <b><u>on</u></b> a poll:-  (i) every member <b><u>(other than a clearing house or its</u></b>	The proposed amendments are consequential changes as a result of the proposed amendments to Rules 15.1, 15.4, 15.5, 15.6, 15.7 and 15.8 above.

Constitution Rule	Existing Constitution	Amended Constitution	Reason for amendment(s)
	<p>(c) the Company must not count an amount:</p> <p>(i) paid in advance of a call; or</p> <p>(ii) credited on a partly paid share without payment in money or money's worth being made to the Company,</p> <p>in calculating the fraction of a vote which the holder of a partly paid share has.</p>	<p><b><u>nominee(s)</u></b> present <b><u>(including by proxy, representative or attorney)</u></b> has 1 vote for every fully paid share held;</p> <p><b><u>(ii) if a member is a clearing house (or its nominee(s) that has appointed 2 or more proxies who are individuals present at the meeting, each proxy present must vote in accordance with their proxy form;</u></b></p> <p>(iii) subject to paragraph (c), in respect of each partly paid share held has a fraction of a vote equal to the proportion which the amount paid bears to the total issue price of the share; and</p> <p>(c) the Company must not count an amount:</p> <p>(i) paid in advance of a call; or</p> <p>(ii) credited on a partly paid share without payment in money or money's worth being made to the Company,</p> <p>in calculating the fraction of a vote which the holder of a partly paid share has.</p>	
16.3 Casting vote of chairman	<p>If an equal number of votes is cast for and against a resolution at a meeting of members:</p> <p>(a) if the chairman of the meeting is not (or if the chairman were a member would not be) entitled to vote, the matter is decided in the negative; and</p> <p>(b) otherwise, the chairman has a casting vote whether or not the chairman is a member.</p>	<p>If an equal number of votes is cast for and against a resolution at a meeting of members, <b><u>whether on a poll or show of hands</u></b>;</p> <p>(a) if the chairman of the meeting is not (or if the chairman were a member would not be) entitled to vote, the matter is decided in the negative; and</p> <p>(b) otherwise, the chairman has a casting vote whether or not the chairman is a member.</p>	The proposed amendments are consequential changes as a result of the proposed amendments to Rule 16.2 above.
16.4 Votes of joint holders	<p>If more than 1 of the joint holders of a share (including, for the purposes of this rule, joint legal personal representatives of a dead member) are present at a meeting of members and tender a vote in respect of the share, the Company may only count the vote cast by the most senior joint holder who tenders a vote. For this purpose, seniority</p>	<p><b><u>Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto.</u></b> If more than 1 of the joint <b><u>registered</u></b> holders of a share (including, for the purposes of this rule, joint legal personal representatives of a dead member) are present at a meeting of members and tender a vote in</p>	

Constitution Rule	Existing Constitution	Amended Constitution	Reason for amendment(s)
	depends on the order in which the names of the joint holders are listed in the Register.	respect of the share, the Company may only count the vote cast by the most senior joint <b>registered</b> holder who tenders a vote. For this purpose, seniority depends on the order in which the names of the joint <b>registered</b> holders are listed in the Register.	
17.1 Method of voting	A resolution put to the vote at a meeting of members must be decided on a show of hands unless a poll is demanded under rule 17.2 either before or on declaration of the result of the vote on a show of hands.	A resolution put to the vote at a meeting of members must be decided on a show of hands unless a poll is <b><u>required by the Listing Rules or the Hong Kong Listing Rules or a poll is</u></b> demanded under rule 17.2 either before or on declaration of the result of the vote on a show of hands.	In the event that the Listing is completed, the Company will comply with both Australian and Hong Kong Listing Rules. It is therefore proposed that references to 'Hong Kong Listing Rules' be inserted to facilitate the Listing.
17.3 When and how polls must be taken	<p>If a poll is demanded:</p> <p>(a) if the resolution is for the adjournment of the meeting, the poll must be taken immediately and, subject to rule 17.3(c), in the manner that the chairman of the meeting directs;</p> <p>(b) in all other cases, the poll must be taken at the time and place and, subject to rule 17.3(c), in the manner that the chairman of the meeting directs;</p> <p>(c) votes which section 250A(4) requires to be cast in a given way must be treated as cast in that way;</p> <p>(d) a person voting who has the right to cast 2 or more votes need not cast all those votes and may cast those votes in different ways; and</p> <p>(e) the result of the poll is the resolution of the meeting at which the poll was demanded.</p>	<p><b><u>(a) If a poll is required by the Listing Rules or the Hong Kong Listing Rules or a poll is demanded under Rule 17.2# a poll is demanded:</u></b></p> <p>(i) if the resolution is for the adjournment of the meeting, the poll must be taken immediately and, subject to rule 17.3(c), in the manner that the chairman of the meeting directs;</p> <p>(ii) in all other cases, the poll must be taken at the time and place and, subject to rule 17.3(c), in the manner that the chairman of the meeting directs;</p> <p>(iii) votes which section 250<del>BBA</del>(4)-requires to be cast in a given way must be treated as cast in that way;</p> <p>(iv) a person voting who has the right to cast 2 or more votes need not cast all those votes and may cast those votes in different ways; and(v) the result of the poll is the resolution of the meeting at which the poll was demanded.</p> <p><b><u>(b) The Company must announce the meeting's poll results as soon as possible, but in any event at least 30 minutes before the earlier of either the commencement of the morning trading session of the Stock Exchange of the Relevant Territory or any pre-opening session on the business day after the meeting. The poll results announcement must include the number of:</u></b></p> <p><b><u>(i) shares entitling the holder to attend and vote on a resolution at the meeting;</u></b></p> <p><b><u>(ii) shares entitling the holder to attend and abstain from voting in favour as set out in the Hong Kong Listing</u></b></p>	<p>In the event that the Listing is completed, the Company will comply with both Australian and Hong Kong Listing Rules. It is therefore proposed that references to 'Hong Kong Listing Rules' be inserted to facilitate the Listing.</p> <p>The proposed insertion addresses Rule 13.39(5) of the Hong Kong Listing Rules.</p>

Constitution Rule	Existing Constitution	Amended Constitution	Reason for amendment(s)
		<p><b><u>Rules;</u></b>  <b><u>(iii) shares of holders that are required under the Hong Kong Listing Rules to abstain from voting;</u></b>  <b><u>(iv) shares actually voted for a resolution; and</u></b>  <b><u>(v) shares actually voted against a resolution.</u></b></p> <p><b><u>(c) The Company must appoint its auditors, share registrar or external accountants who are qualified to serve as its auditors as scrutineer for the vote-taking and state the identity of the scrutineer in the announcement. The Company must state in the announcement whether or not any parties that have stated their intention in the circular to vote against the relevant resolution or to abstain have done so at the general meeting.</u></b></p>	
18.1 Appointment and removal of secretary	The Board may appoint 1 or more individuals to be a Secretary of the Company either for a specified term or without specifying a term.	The Board may appoint 1 or more individuals to be a Secretary of the Company either for a specified term or without specifying a term. <b><u>The Secretary so appointed may be removed by the Board. Anything required by the Act or these rules or authorised to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary appointed by the Board, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specifically in that behalf by the Board.</u></b>	The proposed amendments are to facilitate the Listing and are usually adopted by listed companies in Hong Kong
18.2 Terms and conditions of office	A Secretary holds office on the terms (including as to remuneration) that the Board decides. The Board may vary any decision previously made by it in respect of a Secretary.	A Secretary holds office on the terms (including as to remuneration) that the Board decides. The Board may vary any decision previously made by it in respect of a Secretary. <b><u>A provision of the Act or of these rules requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by it being done by or to the same person acting both as Director and as or in place of the Secretary.</u></b>	The proposed amendments are to facilitate the Listing and are usually adopted by listed companies in Hong Kong
19.1 Minutes must be kept	The Board must cause minutes of:  (a) proceedings and resolutions of meetings of the Company's members;	The Board must cause minutes of:  (a) proceedings and resolutions of meetings of the Company's members;	The proposed amendments are to facilitate the Listing and are usually adopted by listed companies in Hong Kong

Constitution Rule	Existing Constitution	Amended Constitution	Reason for amendment(s)
	<p>(b) the name of Directors present at each Board meeting or committee meeting;</p> <p>(c) proceedings and resolutions of Board meetings (including meetings of a committee to which Board powers are delegated under rule 8); and</p> <p>(d) resolutions passed by Directors without a meeting, to be kept in accordance with sections 251A and 251AA.</p>	<p>(b) the name of Directors present at each Board meeting or committee meeting;</p> <p>(c) proceedings and resolutions of Board meetings (including meetings of a committee to which Board powers are delegated under rule 8, <b><u>and all declarations made or notices given by any Director of his interest in any contract or proposed contract or of his holding of any office or property whereby any conflict of duty or interest may arise under rule 9.3</u></b>); and</p> <p>(d) resolutions passed by Directors without a meeting, to be kept in accordance with sections 251A and 251AA.</p>	
21.1 Company must keep accounts	<p>The Board must cause the Company to keep written financial records that:</p> <p>(a) correctly record and explain its transactions (including transactions undertaken as trustee) and financial position and performance; and</p> <p>(b) would enable true and fair financial statements to be prepared and audited,</p> <p>and must allow a Director and the auditor to inspect those records at all reasonable times.</p>	<p>The Board must cause the Company to keep written financial records that:</p> <p>(a) correctly record and explain its transactions (including transactions undertaken as trustee) and financial position and performance; and</p> <p>(b) would enable true and fair financial statements to be prepared and audited,</p> <p><b><u>at the Company's principal place of business or, subject to the provisions of the Act, at such other place or places as the Board thinks fit</u></b> and must allow a Director and the auditor to inspect those records at all reasonable times.</p>	The proposed amendments are to facilitate the Listing and are usually adopted by listed companies in Hong Kong
21.2 Financial reporting	<p>The Board must cause the Company to prepare a financial report and a Directors' report that comply with Part 2M.3 and must report to members in accordance with section 314 no later than the deadline set by section 315.</p>	<p>(a) The Board must cause the Company to prepare a financial report and a Directors' report that comply with Part 2M.3 and must report to members in accordance with section 314 no later than the deadline set by section 315.</p> <p><b><u>(b) To the extent permitted by and subject to compliance with the Listing Rules, the Hong Kong Listing Rules and this constitution, the Board shall, commencing with the first annual general meeting after the shares of the Company are listed and quoted on the Stock Exchange in Hong Kong (and subject to continued listing and quotation of the</u></b></p>	The proposed amendments are to address Rules 13.46 – 13.47 of the Hong Kong Listing Rules

Constitution Rule	Existing Constitution	Amended Constitution	Reason for amendment(s)
		<p><u>shares of the Company thereafter on the Stock Exchange), cause to be prepared and to be laid before the members at every annual general meeting, and sent to members prior to each annual general meeting, such profit and loss accounts, balance sheets, directors' reports, Auditors' reports and summary financial statements as required or permitted (as the case may be) by the Listing Rules and the Hong Kong Listing Rules, by the time(s) required under the Listing Rules and the Hong Kong Listing Rules.</u></p>	
21.3 Audit	<p>The Board must cause the Company's financial report for each financial year to be audited and obtain an auditor's report. The eligibility, appointment, removal, remuneration, rights and duties of the auditor are regulated by sections 324 to 331 inclusive and sections 1280 and 1289.</p>	<p>The Board must cause the Company's financial report for each financial year to be audited and obtain an auditor's report. <u>Such report shall be laid before the Company at its annual general meeting in each year and shall be open to inspection by any member. The Auditors shall at the next annual general meeting following their appointment and at any other time during their term of office, upon request of the Board or any general meeting of the members, make a report on the accounts of the Company in general meeting during their tenure of office.</u> The eligibility, appointment, removal, remuneration, rights and duties of the auditor are regulated by sections 324<del>AA</del> to 331 inclusive and sections 1280 and 1289.</p>	<p>The proposed insertion is made in compliance with Rule 13.88 of the Hong Kong Listing Rules which provides that the issuer must at each annual general meeting appoint an auditor to hold office from the conclusion of that meeting until the next annual general meeting. The issuer must not remove its auditor before the end of the auditor's term of office without first obtaining shareholders' approval at a general meeting. An issuer must send a circular proposing the removal of the auditor to shareholders with any written representations from the auditor, not less than 10 business days before the general meeting. An issuer must allow the auditor to attend the general meeting and make written and/or verbal representations to shareholders at the general meeting.</p>
22.1 Issue at discretion of Board	<p>Subject to section 259C and rule 22.3, the Board may, on behalf of the Company, issue, grant options over or otherwise dispose of unissued shares to any person on the terms, with the rights, and at the times that the Board decides.</p>	<p>(a) <u>The issued share capital of the Company as at the date of this constitution comprises ordinary shares.</u></p> <p>(b) Subject to section 259C and rule 22.3, the Board may, on behalf of the Company, issue, grant options over or otherwise dispose of unissued shares to any person on the terms, with the rights, and at the times that the Board decides.</p>	<p>The proposed amendments are made in compliance with Rule 9 of Appendix 3 of the Hong Kong Listing Rules which requires that the structure of the share capital of the issuer be stated.</p>
24.1 Joint holders	<p>If the Register names 2 or more joint holders of a share, the Company must treat the person named first in the Register in respect of that share as the</p>	<p><u>The Company shall not be bound to register more than four persons as joint holders of any share.</u> If the Register names 2 or more joint holders of a share, the Company must treat the</p>	<p>The proposed amendment is to address Rule 1 (3) of Appendix 3 of the Hong Kong Listing Rules</p>

Constitution Rule	Existing Constitution	Amended Constitution	Reason for amendment(s)
	sole owner of it for all purposes (including the giving of notice) except:	person named first in the Register in respect of that share as the sole owner of it for all purposes (including the giving of notice) except:	
25.2 Pre-payment of calls	<p>The Board may:</p> <p>(a) accept pre-payment of some or all of the amount unpaid on a share above the sums actually called as a payment in advance of calls;</p> <p>(b) agree to payment by the Company of interest at a rate no higher than the Interest Rate on that part of the advance payment which for the time being exceeds the aggregate amount of the calls then made on the shares in respect of which it was paid; and</p> <p>(c) unless otherwise agreed between the member and the Company, repay the sum or part of it.</p>	<p>(a) The Board may:</p> <p>(i) accept pre-payment of some or all of the amount unpaid on a share above the sums actually called as a payment in advance of calls;</p> <p>(ii) agree to payment by the Company of interest at a rate no higher than the Interest Rate on that part of the advance payment which for the time being exceeds the aggregate amount of the calls then made on the shares in respect of which it was paid; and</p> <p>(iii) unless otherwise agreed between the member and the Company, repay the sum or part of it.</p> <p><b><u>(b) No such sum paid in advance of calls shall entitle the member paying such sum to any portion of a dividend declared in respect of any period prior to the date upon which such sum would, but for such payment, become presently payable.</u></b></p>	The proposed amendments are to facilitate the Listing and are usually adopted by listed companies in Hong Kong
25.6 Obligation to pay calls	<p>25.6 Obligation to pay calls</p> <p>Subject to section 1072E(8), a member subject to a call must pay the amount of the call to the payee named in the notice of call no later than the time specified in the notice. Joint holders of a share are jointly and severally liable for calls.</p>	<p>25.6 Obligation to pay calls <b><u>and Suspension of privileges while calls in arrears</u></b></p> <p>(a) Subject to section 1072E(8), a member subject to a call must pay the amount of the call to the payee named in the notice of call no later than the time specified in the notice. <b><u>A person upon whom a call is made shall remain liable on such call notwithstanding the subsequent transfer of the shares in respect of which the call was made.</u></b> Joint holders of a share are jointly and severally liable for calls.</p> <p><b><u>(b) No member shall be entitled to receive any dividend or bonus or to be present and vote (save as proxy for another member) at any general meeting, either personally or by proxy, or be reckoned in a quorum, or to exercise any other privilege as a member until all sums or instalments due</u></b></p>	The proposed amendments are to facilitate the Listing and are usually adopted by listed companies in Hong Kong

Constitution Rule	Existing Constitution	Amended Constitution	Reason for amendment(s)
		<b><u>from him to the Company in respect of any call, whether alone or jointly with any other person, together with interest and expenses (if any) shall have been paid.</u></b>	
25.12 Notice of forfeiture	<p>25.12 Notice of forfeiture</p> <p>The Company must promptly:</p> <p>(a) give notice of the forfeiture of a share to the member who held the share immediately before the resolution for forfeiture was passed; and</p> <p>(b) enter the forfeiture and its date in the Register.</p> <p>A written declaration that a share was forfeited on a specified date and notice of forfeiture was given in accordance with this document signed by a Director or Secretary is, in the absence of proof to the contrary, evidence of those facts and of the Company's right to dispose of the share.</p>	<p>25.12 Notice <b><u>after</u></b> of forfeiture</p> <p><b><u>When any share shall have been forfeited,</u></b> the Company must promptly:</p> <p>(a) give notice of the forfeiture of a share to the member who held the share immediately before the resolution for forfeiture was passed <b><u>and whose name stood immediately prior to the forfeiture;</u></b> and</p> <p>(b) enter the forfeiture and its date in the Register.</p> <p><b><u>Notwithstanding the above, no forfeiture shall be in any manner invalidated by any omission or neglect to give such notice as aforesaid.</u></b></p> <p>A written declaration that a share was forfeited on a specified date and notice of forfeiture was given in accordance with this <b><u>constitution</u></b> signed by a Director or Secretary is, in the absence of proof to the contrary, evidence of those facts and of the Company's right to dispose of the share.</p>	The proposed amendments are to facilitate the Listing and are usually adopted by listed companies in Hong Kong
25.13 Cancellation of forfeiture	<p>25.13 Cancellation of forfeiture</p> <p>The Board may cancel the forfeiture of a share on any terms at any time before it disposes of that share under rule 25.11.</p>	<p>25.13 Cancellation of forfeiture <b><u>and power to redeem forfeited shares</u></b></p> <p>(a) The Board may cancel the forfeiture of a share on any terms at any time before it disposes of that share under rule 25.11.</p> <p><b><u>(b) Notwithstanding any such forfeiture as aforesaid, the Board may at any time, before any share so forfeited shall have been re-allotted, sold, or otherwise disposed of, permit the share forfeited to be redeemed upon the terms of payment of all calls and interest due upon and expenses incurred in respect of the share, and upon such further terms (if any) as it thinks fit..</u></b></p>	The proposed amendments are to facilitate the Listing and are usually adopted by listed companies in Hong Kong

Constitution Rule	Existing Constitution	Amended Constitution	Reason for amendment(s)
25.14 Effect of forfeiture	A person who held a share which has been forfeited under rule 25.10 ceases to be a member in respect of that share but remains liable to pay the Called Amount until it is paid in full. The Board may elect not to enforce payment of an amount due to the Company under this rule.	A person who held a share which has been forfeited under rule 25.10 ceases to be a member in respect of that share but remains liable to pay the Called Amount until it is paid in full. <b><u>The forfeiture of a share shall not prejudice the right of the Company to any call already made or instalment payable thereon.</u></b> The Board may elect not to enforce payment of an amount due to the Company under this rule.	The proposed amendments are to facilitate the Listing and are usually adopted by listed companies in Hong Kong
26.2 Sale under lien	<p>If:</p> <p>(a) the Company has a lien on a share;</p> <p>(b) an amount secured by the lien is due and payable;</p> <p>(c) the Company has given notice to the member registered as the holder of the share:</p> <p>(i) requiring payment of the amount which is due and payable and secured by the lien;</p> <p>(ii) stating the amount due and payable at the date of the notice;</p> <p>(iii) specifying how to calculate the amount due when payment is made; and</p> <p>(iv) specifying a date (at least 10 business days after the date of the notice) by which and a place at which payment of that amount must be made; and</p> <p>(d) the requirements of the notice given under paragraph (c) are not fulfilled,</p> <p>the Company may sell the share as if it had been forfeited under rule 25.10. Rules 25.11, 25.15 and 25.16 apply, to the extent practical and modified as necessary, as if the amount referred to in paragraph (b) were the Called Amount in respect of that share.</p>	<p>If:</p> <p>.....</p> <p>(iii) specifying how to calculate the amount due when payment is made; <del>and</del></p> <p><b><u>(iv)</u></b> specifying a date (at least 10 business days after the date of the notice) by which and a place at which payment of that amount must be made;</p> <p><del>(iv)</del><b><u>(v) intention to sell in default of requirements under this paragraph (c);</u></b> and</p> <p>(d) the requirements of the notice given under paragraph (c) are not fulfilled,</p> <p>the Company may sell the share as if it had been forfeited under rule 25.10. Rules 25.11, 25.15 and 25.16 apply, to the extent practical and modified as necessary, as if the amount referred to in paragraph (b) were the Called Amount in respect of that share.</p>	

Constitution Rule	Existing Constitution	Amended Constitution	Reason for amendment(s)
27.1 <u>Accumulation of reserves</u>	<p>Before declaring any dividend to members, the Board may:</p> <p>(a) _____ set aside out of profits reserves to be applied, in the Board's discretion, for any purpose it decides and use any sum so set aside in the business of the Company or invest it in investments selected by the Board and vary and deal with those investments as it decides; or</p> <p>(b) _____ carry forward any amount out of profits which the Board decides not to distribute without transferring that amount to a reserve; or</p>	<p>Before declaring any dividend to members, the Board may:</p> <p>(a) _____ set aside <del>out of profits</del> <b>such sums as</b> reserves to be applied, in the Board's discretion, for any purpose it decides and use any sum so set aside in the business of the Company or invest it in investments selected by the Board and vary and deal with those investments as it decides; or</p> <p>(b) _____ carry forward any amount <del>out of profits</del> which the Board decides not to distribute without transferring that amount to a reserve; or</p>	<p>The Corporations Act was amended by replacing the requirement that dividends be paid out of company profits with a test based on balance sheet solvency. The dividend provisions in the Company's Constitution were based on the repealed provisions of the Corporations Act and stated that dividends could only be paid out of profits. This rule has been amended for the changes in the Corporations Act.</p>
27.2 Dividends must be paid out of profits	<p>The Company must not pay a dividend except out of profits of the Company. The Company does not incur a debt merely by fixing the amount or time for payment of a dividend. A debt arises only when the time fixed for payment arrives. The decision to pay a dividend may be revoked by the Board at any time before then. A resolution of the Board as to the amount of the Company's profits and the amount of them available for dividend is conclusive.</p>	<p><b><u>Determination of Dividends</u></b> must be paid out of profits</p> <p><del>The Company must not pay a dividend except out of profits of the Company.</del> <b><u>Subject to the Act, this constitution and the terms of issue or rights of any shares with special rights to dividends, the Directors may determine that a dividend is payable, fix the amount and the time for payment and authorize the payment or credit by the Company to, or at the direction of, each member entitled to that dividend. The payment of that dividend shall not require the sanction of a general meeting.</u></b> The Company does not incur a debt merely by fixing the amount or time for payment of a dividend. A debt arises only when the time fixed for payment arrives. The decision to pay a dividend may be revoked by the Board at any time before then. A resolution of the Board as to the amount <del>the Company's profits and the amount of them</del> available for dividend dividends is conclusive.</p>	<p>The Corporations Act was amended by replacing the requirement that dividends be paid out of company profits with a test based on balance sheet solvency. The dividend provisions in the Company's Constitution were based on the repealed provisions of the Corporations Act and stated that dividends could only be paid out of profits. This rule has been amended for the changes in the Corporations Act.</p>
27.7 Method of payment	<p>The Company may pay any cash dividend, interest or other money payable in respect of shares by cheque sent, and may distribute assets by sending the certificates or other evidence of title to them, through the post directed to:</p> <p>(a) _____ the address of the member (or in the case of a jointly held share, the address of the joint holder named first in the Register); or</p> <p>(b) _____ to any other address the member (or in the</p>	<p>(a) The Company may pay any cash dividend, interest or other money payable in respect of shares by cheque sent, and may distribute assets by sending the certificates or other evidence of title to them, through the post directed to, <b><u>at the member's risk</u></b>:</p> <p>(i) _____ the address of the member (or in the case of a jointly held share, the address of the joint holder named first in the Register); or</p> <p>(ii) _____ to any other address the member (or in the case of a jointly held share, all the joint holders) directs in writing;.</p>	<p>The proposed amendments are to facilitate the Listing and are usually adopted by listed companies in Hong Kong</p>

Constitution Rule	Existing Constitution	Amended Constitution	Reason for amendment(s)
	<p>case of a jointly held share, all the joint holders) directs in writing.</p>	<p><b><u>and the payment of any such cheque by the bank on which it is drawn shall operate as a good discharge to the Company in respect of the dividend represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged.</u></b></p> <p><b><u>(b) The Company may cease sending such cheques for dividend entitlements by post if such cheques have been left uncashed on two consecutive occasions. However, the Company may exercise its power to cease sending cheques for dividend entitlements after the first occasion on which such a cheque is returned undelivered.</u></b></p>	
<p>29.1 Modes of transfer</p>	<p>Subject to this document, a member may transfer a share by:</p> <p>(a) a Market Transfer; or</p> <p>(b) a written document which:</p> <p>(i) shows the jurisdiction of registration of the Company;</p> <p>(ii) relates only to shares of 1 class; and</p> <p>(iii) is a sufficient instrument of transfer of marketable securities under sections 1073D or in any other form approved by the Board or ASX.</p> <p>The Company must not charge any fee on transfer of a share.</p>	<p>Subject to this <b><u>constitution</u></b>, a member may transfer a share by:</p> <p>(a) a Market Transfer; or</p> <p>(b) a written document which:</p> <p>(i) shows the jurisdiction of registration of the Company;</p> <p><b><u>(ii)</u></b> relates only to shares of 1 class;</p> <p><del>(iii)</del> <b><u>(iii)</u></b> is a sufficient instrument of transfer of marketable securities under sections 1073D or in any other form approved by the Board or ASX <b><u>or the Stock Exchange.</u></b></p> <p><b><u>In the case of a transfer to joint holders, the number of joint holders to which the share is to be transferred must not exceed four.</u></b> The Company must not charge any fee on transfer of a share <b><u>except of such a fee not exceeding the maximum amount as the Stock Exchange may from time to time prescribe.</u></b></p>	<p>The proposed amendments are to address Rule 1 (1) and Rule 1 (3) of Appendix 3 of the Hong Kong Listing Rules</p>
<p>29.2 Market transfers</p>	<p>The Company:</p> <p>(a) may do anything permitted by the Act, the</p>	<p>The Company:</p> <p>(a) may do anything permitted by the Act, <b><u>the Listing</u></b></p>	<p>The proposed amendments are required to facilitate the Listing.</p>

Constitution Rule	Existing Constitution	Amended Constitution	Reason for amendment(s)
	<p>Listing Rules and the SCH business rules that the Board thinks necessary or desirable in connection with the participation of the Company in a computerised or electronic system established or recognised by the Act, the Listing Rules, or the SCH business rules for the purpose of facilitating dealings in shares; and</p> <p>(b) must comply with obligations imposed on it by the Listing Rules or the SCH business rules in relation to Market Transfers.</p>	<p><b><u>Rules, the CCASS Rules</u></b> and the SCH business rules that the Board thinks necessary or desirable in connection with the participation of the Company in a computerised or electronic system established or recognised by the Act, the Listing Rules, <b><u>the Hong Kong Listing Rules, the CCASS Rules</u></b> or the SCH business rules for the purpose of facilitating dealings in shares; and</p> <p>(b) must comply with obligations imposed on it by the Listing Rules, <b><u>the Hong Kong Listing Rules, the CCASS Rules</u></b> or the SCH business rules in relation to Market Transfers.</p>	
29.3 Transfer by written document	<p>A document of transfer under rule 29.1(b) must be:</p> <p>(a) delivered to the registered office of the Company or the address of the Register last notified to members by the Company;</p> <p>(b) accompanied by the certificate (if any) for the shares to be transferred or evidence satisfactory to the Board of its loss or destruction; and</p> <p>(c) marked with payment of any stamp duty payable.</p> <p>Property in and title to a document of transfer that is delivered to the Company (but not the shares to which it relates) passes to the Company on delivery.</p>	<p>A document of transfer under rule 29.1(b) must be:</p> <p>(a) delivered to the registered office of the Company or the address of the Register last notified to members by the Company;</p> <p>(b) accompanied by the certificate (if any) for the shares to be transferred or evidence satisfactory to the Board of its loss or destruction; <del>and</del></p> <p>(c) marked with payment of any stamp duty payable; <b><u>and</u></b></p> <p><b><u>(d) executed by or on behalf of the transferor and by or on behalf of the transferee, provided that the Board may dispense with the execution of the document of transfer by the transferee in any case which it thinks fit in its absolute discretion. The Board may also resolve, either generally or in any particular case, upon request by either the transferor or the transferee, to accept mechanically executed transfers (which may be machine imprinted or otherwise).</u></b></p> <p>Property in and title to a document of transfer that is delivered to the Company (but not the shares to which it relates) passes to the Company on delivery.</p>	The proposed amendments are made pursuant to the procedural requirements in relation to restrictions on shareholdings and transferability of securities under paragraph 4.14 Rule 2(iv) of Appendix 1 of the CCASS Guide.
29.4 Restricted securities	<p>If any securities of the Company are classified as restricted securities under the Listing Rules:</p> <p>(a) during the escrow period set by the</p>	<p>If any securities of the Company are classified as restricted securities under the Listing Rules <b><u>or the Hong Kong Listing Rules</u></b>:</p>	The proposed amendments are required to facilitate the Listing.

Constitution Rule	Existing Constitution	Amended Constitution	Reason for amendment(s)
	<p>restriction agreement required by ASX in relation to those securities:</p> <p>(i) the member who holds the restricted securities may not dispose of them; and</p> <p>(ii) the Company must not register a transfer of the restricted securities or otherwise acknowledge a disposal of them,</p> <p>except as permitted by the Listing Rules or ASX; and</p> <p>(b) if there is a breach of the Listing Rules or of the relevant restriction agreement in relation to a restricted security, the holding of that security does not entitle a member:</p> <p>(i) to be present, speak or vote at, or be counted in the quorum for, a meeting of members; or</p> <p>(ii) to receive any dividend or other distribution,</p> <p>while the breach continues.</p> <p>In this rule 29.4 "dispose" (and other grammatical forms of it) has the meaning given by the Listing Rules.</p>	<p>(a) during the escrow period set by the restriction agreement required by <b><u>the Stock Exchange</u></b> in relation to those securities:</p> <p>(i) the member who holds the restricted securities may not dispose of them; and</p> <p>(ii) the Company must not register a transfer of the restricted securities or otherwise acknowledge a disposal of them,</p> <p>except as permitted by the Listing Rules, <b><u>the Hong Kong Listing Rules</u></b> or <b><u>the Stock Exchange</u></b>; and</p> <p>(b) if there is a breach of the Listing Rules, <b><u>the Hong Kong Listing Rules</u></b> or of the relevant restriction agreement in relation to a restricted security, the holding of that security does not entitle a member:</p> <p>(i) to be present, speak or vote at, or be counted in the quorum for, a meeting of members; or</p> <p>(ii) to receive any dividend or other distribution,</p> <p>while the breach continues.</p> <p>In this rule 29.4 "dispose" (and other grammatical forms of it) has the meaning given by the Listing Rules <b><u>or the Hong Kong Listing Rules</u></b>.</p>	
29.5 Refusal to register transfer	<p>The Board:</p> <p>(a) may refuse to register a transfer of shares only if that refusal would not contravene the Listing Rules or the SCH business rules;</p> <p>(b) subject to section 259C, must not register a transfer to a subsidiary of the Company, and</p> <p>(c) must not register a transfer if the Act, the Listing Rules or the SCH business rules forbid</p>	<p>The Board:</p> <p>(a) may refuse to register a transfer of shares only if that refusal would not contravene the Listing Rules, <b><u>the Hong Kong Listing Rules</u></b>, or the SCH business rules <b><u>or the CCASS Rules</u></b>;</p> <p>(b) subject to section 259C, must not register a transfer to a subsidiary of the Company, and</p> <p>(c) must not register a transfer if the Act, <b><u>the Listing</u></b></p>	The proposed amendments are required to facilitate the Listing.

Constitution Rule	Existing Constitution	Amended Constitution	Reason for amendment(s)
	<p>registration.</p> <p>If the Board refuses to register a transfer, the Company must give the lodging party notice of the refusal and the reasons for it within 5 business days after the date on which the transfer was delivered to it.</p>	<p><del>Rules</del>, or the SCH business rules <u>or the CCASS Rules</u> forbid registration.</p> <p>If the Board refuses to register a transfer, the Company must give the lodging party notice of the refusal and the reasons for it within 5 business days after the date on which the transfer was delivered to it.</p>	
29.8	No existing rule	<p><b><u>Closure of books and record date</u></b></p> <p><b><u>(a) The Company must announce any closure of its transfer books or register of members in respect of securities listed in Hong Kong at least six business days before the closure for a rights issue, or 10 business days before the closure in other cases. In cases where there is an alteration of book closing dates, the Company must, at least five business days before the announced closure or the new closure, whichever is earlier, notify the Stock Exchange in writing and make a further announcement. If, however, there are exceptional circumstances (e.g. a typhoon) that render the giving of the notification to the Stock Exchange and publication of the announcement impossible, the Company must comply with the requirements as soon as practicable. Where the Company decides on a record date without book closure, these requirements apply to the record date.</u></b></p> <p><b><u>(b) The Company must ensure that the last day for trading in the securities with entitlements falls at least one business day after the general meeting, if the entitlements require the approval of shareholders in the general meeting or are contingent on a transaction that is subject to the approval of shareholders in the general meeting.</u></b></p>	The proposed insertions address Rule 13.66 of the Hong Kong Listing Rules in relation to closure of books and record date.
29.9	No existing rule	<p><b><u>No transfer to an infant etc.</u></b></p> <p><b><u>No transfer shall be made to an infant or to a person in respect of whom an order has been made by any competent court or official on the grounds that he is or may be suffering from mental disorder or is otherwise incapable of managing his affairs or under other legal disability.</u></b></p>	

Constitution Rule	Existing Constitution	Amended Constitution	Reason for amendment(s)
30.5	No existing rule	<p><b><u>30.5 Retention of dividends, etc., until transfer or transmission of shares of a deceased or bankrupt member</u></b></p> <p><b><u>A person becoming entitled to a share by reason of the death or bankruptcy or winding up of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share. However, the Board may, if it thinks fit, withhold the payment of any dividend payable or other advantages in respect of such share until such person shall become the registered holder of the share or shall have effectually transferred such share, but, subject to the requirements of rule 1.5 being met, such a person may vote at meetings.</u></b></p>	
32.5 Variation of rights	<p>If the Company issues different classes of shares, or divides issued shares into different classes, the rights attached to shares in any class may (subject to sections 246C and 246D) be varied or cancelled:</p> <p>(a) with the written consent of the holders of a majority of the issued shares of the affected class; or</p> <p>(b) by ordinary resolution passed at a meeting of the holders of the issued shares of the affected class.</p> <p>Subject to the terms of issue of shares, the rights attached to a class of shares are not treated as varied by the issue of further shares of that class.</p>	<p>If the Company issues different classes of shares, or divides issued shares into different classes, the rights attached to shares in any class may (subject to sections 246C and 246D) be varied or cancelled:</p> <p>(a) with the written consent of the holders of a majority of the issued shares of the affected class; or</p> <p>(b) by ordinary resolution passed at a meeting of the holders of the issued shares of the affected class, <b><u>provided that the quorum for any separate class meeting (other than an adjourned meeting) to consider a variation or cancellation of the rights of the affected class shall be the holders of at least one-third of the issued shares of that affected class.</u></b></p> <p>Subject to the terms of issue of shares, the rights attached to a class of shares are not treated as varied by the issue of further shares of that class.</p>	The proposed amendments reflect the requirements under Rule 6(2) of Appendix 3 of the Hong Kong Listing Rules that the quorum for a separate class meeting (other than an adjourned meeting) to consider a variation of the rights of any class of shares shall be the holders of at least one-third of the issued shares of the class.