

MEMORANDUM OF ASSOCIATION

OF

HONG KONG PUBLIC KEY INFRASTRUCTURE FORUM LIMITED

- 1 The name of the Company is “**HONG KONG PUBLIC KEY INFRASTRUCTURE FORUM LIMITED**”. (hereinafter called “the Forum”)
- 2 The registered office of the Forum will be situated in Hong Kong.
- 3 The objects for which the Forum is established are to promote the adoption of public key infrastructure (“PKI”) products and services in Hong Kong and to help resolve technical and operational issues including but not limited to security of open network, PKI interoperability and ease of use.
- 4 In furtherance of all or any of the aforesaid objects but not otherwise, the Forum shall have powers:

To enhance public and industry awareness of the importance of PKI products and services in addressing the issues of authenticity, integrity, confidentiality and non-repudiation as well as resolving issues regarding security of open network, PKI interoperability and ease of use.

To promote the adoption of PKI products and services for the promotion of secure e-commerce activities both locally and globally.

To recommend globally accepted technology standards and guidelines for use of PKI in business applications.

To represent Hong Kong, China, at international forums including the Asia PKI Forum and to foster regional and international cooperation in PKI related matters such as cross-certification, application development, and interoperability arrangements.

To borrow and raise money in such manner and on such securities and on such terms as may from time to time be determined.

To undertake execute and administer any trusts which may seem directly or indirectly conducive to any of the objects of the Forum.

To make charitable or other donations and any gift of property (whether of real personal or pecuniary and whether or not subject to any trust) to charitable organizations and to non-profit making institutes or bodies in Hong Kong and elsewhere in the world.

To establish and support, and to aid in the establishment and support of, any other charitable organizations formed to promote all or any of the objects of the Forum.

To enter into, make, perform and carry out contracts or arrangements of every kind with any person, firm, association, corporation, private, public, or municipal authority or any government and to obtain from any such body any rights, privileges and concessions.

To institute, conduct, defend, compromise or abandon any legal or administrative proceedings and to appear before any legislative, governmental, municipal, public or other official body, committees, court or tribunal.

To make, rescind, add to or amend from time to time such by laws or regulations not inconsistent with any ordinance or with the Articles of Association of the Forum for the time being in force for the regulation or control of any of the property or affairs of the Forum as may be thought fit.

To amalgamate with any companies institutions societies or associations having exclusively charitable objects similar to those of the Forum and which shall prohibit the distribution of their income and property by way of dividend or otherwise amongst their members to an extent at least as great as is imposed upon the Forum by virtue of Clauses 6.1 to 6.6 hereof or to transfer all or any part of the property assets liabilities and engagements of the Forum to any one or more of the companies institutions societies or associations with which the Forum is authorized to amalgamate; and

To do any and all lawful things deemed necessary, suitable, convenient or appropriate in connection with or incidental to the accomplishment of all or any of the objects of the Forum.

5 Provided that:

No officer, Member of the Steering Committee, trustee or employee of the Forum or any other person (whether or not being a Member of the Steering Committee) having any part in the conduct or management of the affairs or property of the Forum shall be liable for breach of duty towards the Forum by reason of any act or omission on the part of such officer, Member of the Steering Committee, trustee, employee or other person unless it is proved that such act or omission was done, omitted or concurred in by him in bad faith.

In case the Forum shall take or hold any property which may be subject to any trusts, the Forum shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

The objects of the Forum shall not extend to the regulation of relations between workers and employers or organizations of workers and organizations of employers.

There shall be excluded all the powers set forth in the Seventh Schedule of the Companies Ordinance which would otherwise be included among the powers of the Forum by virtue of Section 5(5) of the Companies Ordinance.

- 6 6.1 The income and property of the Forum, whencesoever derived, shall be applied solely towards the promotion of the objects of the Forum as set forth in this Memorandum of Association.
- 6.2 Subject to Clauses 6.4 and 6.5 below, no portion of the income and property of the Forum shall be paid or transferred directly or indirectly, by way of dividend, bonus, or otherwise howsoever, to the Members of the Forum.
- 6.3 No Member of the Steering Committee or the governing body of the Forum shall be appointed to any salaried office of the Forum, or any office of the Forum paid by fees and no remuneration or other benefit in money or money's worth (except as provided in Clause 6.5 below) shall be given by the Forum to any Member of the Steering Committee or the governing body.
- 6.4 Nothing herein shall prevent the payment, in good faith, by the Forum of reasonable and proper remuneration to any officer or servant of the Forum, or to any Member of the Forum not being a Member of the Steering Committee or the

governing body of the Forum in return for any services actually rendered to the Forum.

6.5 Nothing herein shall prevent the payment, in good faith, by the Forum:

- (a) to any Member of its Steering Committee or governing body of out-of-pocket expenses;
- (b) of interest on money lent by any Member of the Forum or its Steering Committee or governing body at a rate per year not exceeding 2% above the prime rate prescribed for the time being by the Hongkong and Shanghai Banking Corporation Limited for Hong Kong dollars loan;
- (c) of reasonable and proper rent for premises demised or let by any Member of the Forum or of its Steering Committee or governing body;
- (d) of remuneration or other benefit in money or money's worth to a body corporate in which a Member of the Forum or a member of its Steering Committee or governing body is interested solely by virtue of being a member of that body corporate by holding not more than one-hundredth part of its capital or controlling not more than a one-hundredth part of its votes.

6.6 No person shall be bound to account for any benefit he may receive in respect of any payment properly paid in accordance with Clauses 6.4 and 6.5 above.

7 The liability of the Members is limited.

8 Every Member of the Forum undertakes to contribute to assets of the Forum in the event of the same being wound up while he is a Member, or within one year after he ceased to be a Member, for payment of the debts and liabilities of the Forum contracted before the time at which he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, but not exceeding the sum of HK\$100.00.

9 If upon the winding up or dissolution of the Forum there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the Members of the Forum but shall be given or transferred to other

institution or institutions which have charitable objects similar to the objects of the Forum and which shall prohibit the distribution of its or their income and property by way of dividend or otherwise amongst its or their members to an extent at least as great as is imposed upon the Forum by virtue of the Clauses 6.1 to 6.6 thereof, such institution or institutions to be determined by the Members of the Forum at or before the time of the dissolution or in default thereof by a Judge of the High Court of Hong Kong Special Administrative Region having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.