

THE COMPANIES ORDINANCE (Chapter 32)

SPECIAL RESOLUTION

OF

HONG KONG BUDDHIST PSYCHOLOGY AND MENTAL HEALTH ASSOCIATION LIMITED

香港佛教心理學及心理健康協會有限公司

Passed on 28th December 2013

At an Extraordinary General Meeting of HONG KONG BUDDHIST PSYCHOLOGY AND MENTAL HEALTH ASSOCIATION LIMITED duly convened and held at 8/F, Unify Commercial Industrial Building, 31 Tai Yip Street, Kwun Tong, the following Special Resolution was duly passed:-

THAT the Memorandum and Articles of Association of the company be amended as follows:-

Memorandum of Association

1. Clause 3(A)

The existing Clause 3(A) is deleted in its entirety and substituted by the following paragraph.

For advancement of education, to promote the study of Buddhist Psychology and Mental Health through spreading the teachings of the Buddha;

2. Clause 3(B)

The existing Clause 3(B) is deleted in its entirety and substituted by the following paragraph.

In furtherance of the objects of the Association but not otherwise, to collect donations toward a fund designated specifically for the support of Buddhist Psychology and Mental Health non-profit making educational programs in universities in Hong Kong and around the world;

3. Clause 3(C)

The existing Clause 3(C) is deleted in its entirety and substituted by the following paragraph.

In furtherance of the objects of the Association but not otherwise, to dispatch these funds to universities that run non-profit making educational programs that promote Buddhist Psychology and Mental Health;

4. Clause 3(D)

The existing Clause 3(D) is deleted in its entirety and substituted by the following paragraph.

To raise funds in support of charitable and non-profit making educational activities directly organized by the Association;

5. Clause 3(E)

The existing Clause 3(E) is deleted in its entirety and substituted by the following paragraph.

To invest and deal with the moneys of the Association not immediately required in a proper and prudent manner in lawful instruments that are thought fit by the Committee Members;

6. Clause 4(C)

The existing Clause 4(C) is deleted in its entirety and substituted by the following paragraph.

No Committee Member or any member of the governing body of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees and no remuneration or other benefit in money or money's worth (except as provided in sub-clause 4(D) below) shall be given by the Association to any Committee Member or any member of the governing body of the Association.

7. Clause 4(E)

A new clause, named Clause 4(E), is added after Clause 4(D).

The powers set forth in the Seventh Schedule to the Companies Ordinance (Cap. 32) are hereby excluded.

Articles of Association

8. Article 7(c)

The existing Article 7(c) is deleted in its entirety and substituted by the following paragraph.

Upon approval of application by the Committee and receipt of the payment of the relevant prescribed subscription when this applies, the Secretary shall enter the applicant's name into the Register.

9. Article 16

The existing Article 16 is deleted in its entirety and substituted by the following paragraph.

The Committee shall have absolute power to regulate, manage and control all the affairs of the Association (including power to make rules) and to carry out its objects (subject only to the Memorandum and Articles of Association of the Association) and may exercise all such powers and do all such lawful acts and things as may be exercised or done by the Association and are not hereby or by law expressly directed or required to be exercised or done by a General Meeting of the Association, and no resolution passed at any such General Meeting shall invalidate any prior act of the Committee which would have been valid as if such resolution had not been made.

10. Article 20(e)

The existing Article 20(e) is deleted in its entirety and substituted by the following paragraph.

if he is directly or indirectly interested in any contract (being a contract of significance in relation to the Association's operations) with the Association and, if his interest in the contract is material, fails to declare the nature of his interest in manner required by section 162 of the Ordinance.

A Committee Member shall not vote in respect of any contract in which he is interested or any matter arising thereof, and if he does so vote his vote shall not be counted.

11. Article 25

The existing Article 25 is deleted in its entirety and substituted by the following paragraph.

Affiliated Members and Honorary Members are not entitled to vote in any general meeting and the voting rights in Article 26 shall not apply to them.

(Sd.) LEE Cheuk Loen

Mr. LEE Cheuk Loen

Chairman

Dated: 6-Jan-2014