

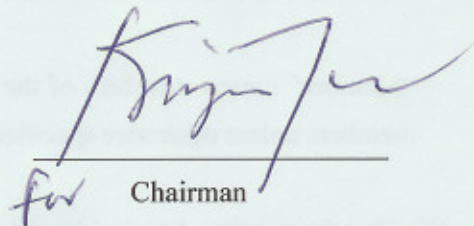
HONG KONG SEA TRANSPORT AND LOGISTICS ASSOCIATION LIMITED

香港航運物流協會有限公司

MINUTES of an EXTRAORDINARY GENERAL MEETING held at the Eaton Hotel, Diamond Ballroom Room 7, B1, 330 Nathan Road, Kowloon, Hong Kong on the 9th day of May 2008 at 7 p.m.

Present:

1. The Chairman opened the Meeting.
2. The Chairman declared that a quorum was present.
3. It was resolved that the Special Resolution as set out in the Notice convening the Meeting, a copy of which is attached to and forms part of these minutes, be duly passed as Special Resolution.
4. There being no further business, the Chairman declared the Meeting closed.


for Chairman

THE COMPANIES ORDINANCE, (CHAPTER 32)

SPECIAL RESOLUTION
of
HONG KONG SEA TRANSPORT AND LOGISTICS ASSOCIATION LIMITED

Passed the 9th day of May 2008

The following resolution was duly passes as Special Resolution at an Extraordinary General Meeting of the Company held on the 9th day of May 2008:

SPECIAL RESOLUTION

That the Articles of Association of the Company be amended as follows:

- (I) That the definition of "The Member" in the existing Article 1 be deleted in its entirety and the following clause be substituted in lieu thereof:-

"Member" means members of the Association for the time being, including all classes of members unless otherwise specified.

- (II) That the existing Article 4 be deleted in its entirety and the following clause be substituted in lieu thereof:-

4. Classes of Membership :-

The membership of the Association shall consist of the following classes:-

(d) Corporate Member

Save that Corporate Member who joined the Association on or before 31st December 2007 shall be entitled to have three votes at the General Meeting, all Corporate Members shall be entitled to have one vote at the General Meeting.

(e) Individual Member

Individual Member shall consist of the following categories:-

(i) Studying Member

Studying Member must be a person who has (a) passed five subjects at Grade E (or Level 2) or above at Hong Kong Certificate of Education Examination (HKCEE), including Chinese Language and English Language; or (b) has completed the Association's qualifying membership courses (Shipping Logistics and Practice Course and Marketing/Sales/Customer Services/CRM in Sea Transport and Logistics Course); or (c) over the age of 21 with one year relevant working experience in Sea Transport and Logistics. To avoid doubt, working experience is not required for Studying Member qualified under (a) and (b) hereinabove.

Studying Member shall not have any vote at the General Meeting.

(ii) Graduate Member ("GSTLA")

GSTLA must be a Studying Member who has passed the Association's qualifying membership examination (Postgraduate Diploma in Logistics and Sea Transport). To avoid doubt, working experience is not required for GSTLA.

GSTLA shall not be entitled to have any vote at the General Meeting.

(iii) Associate Member ("ASTLA")

ASTLA must be a person who has (a) passed the Association's qualifying membership examination (Postgraduate Diploma in Logistics and Sea Transport) with one year relevant working experience in the field of Sea Transport and Logistics; or (b) has not less than 3 years working experience in the field of Sea Transport and Logistics; or (c) holds a supervisor or above position in Logistics or Sea transport with not less than 5 years relevant working experience in the field of Sea Transport and Logistics.

ASTLA shall be entitled to have one vote at the General Meeting.

(iv) Member ("MSTLA")

MSTLA must be (a) a GSTLA of the Association with not less than 3 years relevant working experience in the field of Sea Transport or Logistics; or (b) a person who holds a management position in the field of Sea Transport or Logistics with not less than 5 years relevant working experience.

MSTLA shall be entitled to have two votes at the General Meeting.

(vi) Fellow ("FSTLA")

FSTLA must be a member of the Association with not less than 7 years experience in the field of Logistics and Sea Transport; or (b) a person who holds a management position in Logistics or Sea Transport with not less than 10 years relevant experience.

Fellow shall be subject to endorsement of Membership Sub-Committee Group.
FSTLA shall be entitled to have two votes at the General Meeting.

(vii) Chief Maritime Transport Operator ("CMTO")

CMTO must be a MSTLA or FSTLA who has attended two years consecutive Continued Professional Development (CPD) and has obtained not less than 35 hours CPD each year, and approved by the Executive Committee.

CMTO shall not be entitled to have any vote in addition to the vote of MSTLA or FSTLA at the General Meeting.

(f) Honorary Member

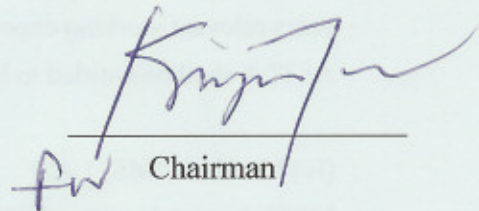
Honorary Member shall be a person of distinction who has been duly invited by the Executive Committee as such without payment of any subscription.

Honorary Member shall not be entitled to any vote at the General Meeting.

(III) In the existing Article 6, 8 and 9 replace "ordinary member" by "Corporate Member or Individual Member".

(IV) In the existing Article 10, replace "member" by "Corporate Member or Individual Member".

(V) Inserting "Save as otherwise specified in Article 4 herein" at the beginning of the Article 55.


Chairman