

Note: This is a consolidation version and not formally adopted by shareholders in general meeting. In case of any inconsistency between the English and Chinese versions of the Memorandum of Association and By-laws, the English version shall prevail.

FORM No. 2

do hereby respectively agree to take such number of shares of the Company as may be allotted to us respectively by the provisional directors of the Company, not exceeding the number of shares for which we have respectively subscribed, and to satisfy such calls as may be made by the directors, provisional directors or promoters of the Company in respect of the shares allotted to us respectively.

3. The Company is to be an Exempted Company as defined by the Companies Act 1981.
4. The Company, with the consent of the Minister of Finance, has power to hold land situate in Bermuda not exceeding _____ in all, including the following parcels:

Not Applicable.

5. The authorised share capital of the Company is HK\$100,000.00 divided into 1,000,000 shares of par value HK\$0.10 each. The minimum subscribed share capital of the Company is \$100,000.00 in Hong Kong currency.
6. The objects for which the Company is formed and incorporated are:-

See attached.
7. The Company has the powers set out in The Schedule annexed hereto.

8. (i) To carry on business as a holding company and to acquire and hold shares, stocks, debenture stock, bonds, mortgages, obligations and securities of any kind issued or guaranteed by any company, corporation or undertaking of whatever nature and wherever constituted or carrying on business, and shares, stock, debentures, debenture stock, bonds, obligations and other securities issued or guaranteed by any government, sovereign ruler, commissioners, trust, local authority or other public body, whether in Bermuda or elsewhere, and to vary, transpose, dispose of or otherwise deal with from time to time as may be considered expedient any of the Company's investments for the time being;
- (ii) To acquire any such shares and other securities as are mentioned in the preceding paragraph by subscription, syndicate participation, tender, purchase, exchange or otherwise and to subscribe for the same, either conditionally or otherwise, and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof;
- (iii) To co-ordinate the administration, policies, management, supervision, control, research, planning, trading and any and all other activities of any company or companies now or hereafter incorporated or acquired which may be or may become a company, wherever incorporated, which is or becomes a holding company or a subsidiary of, or affiliated with, the Company within the meanings respectively assigned to those terms in The Companies Act 1981 or, with the prior written approval of the Minister of Finance, any company or companies now or hereafter incorporated or acquired with which the Company may be or may become associated;
- (iv) As set forth in paragraphs (b) to (u) inclusive of the Second Schedule to the Companies Act 1981.

THE COMPANIES ACT 1981

SECOND SCHEDULE

(section 11(2))

Subject to Section 4A, a company may by reference include in its memorandum any of the following objects, that is to say the business of -

- (a) insurance and re-insurance of all kinds;
- (b) packaging of goods of all kinds;
- (c) buying, selling and dealing in goods of all kinds;
- (d) designing and manufacturing of goods of all kinds;
- (e) mining and quarrying and exploration for metals, minerals, fossil fuels and precious stones of all kinds and their preparation for sale or use;
- (f) exploring for, the drilling for, the moving, transporting and refining petroleum and hydro carbon products including oil and oil products;
- (g) scientific research including the improvement, discovery and development of processes, inventions, patents and designs and the construction, maintenance and operation of laboratories and research centres;
- (h) land, sea and air undertakings including the land, ship and air carriage of passengers, mails and goods of all kinds;
- (i) ships and aircraft owners, managers, operators, agents, builders and repairers;
- (j) acquiring, owning, selling, chartering, repairing or dealing in ships and aircraft;
- (k) travel agents, freight contractors and forwarding agents;
- (l) dock owners, wharfingers, warehousemen;
- (m) ship chandlers and dealing in rope, canvas oil and ship stores of all kinds;
- (n) all forms of engineering;
- (o) developing, operating, advising or acting as technical consultants to any other enterprise or business;
- (p) farmers, livestock breeders and keepers, graziers, butchers, tanners and processors of and dealers in all kinds of live and dead stock, wool, hides, tallow, grain, vegetables and other produce;

(q) acquiring by purchase or otherwise and holding as an investment inventions, patents, trade marks, trade names, trade secrets, designs and the like;

(r)

The Schedule

(referred to in Clause 7 of the Memorandum of Association)

- (a) has the powers of a natural person;
- (b) subject to the provisions of Section 42 of the Companies Act 1981, to issue preference shares which at the option of the holders thereof are to be liable to be redeemed;
- (c) has the power to purchase its own shares in accordance with the provisions of Section 42A of the Companies Act 1981;
- (d) has the power to acquire its own shares to be held as treasury shares in accordance with the provisions of Section 42B of the Companies Act 1981.

Signed by each subscriber in the presence of at least one witness attesting the signature thereof:-

[Handwritten signatures of subscribers and witnesses on lines]

(Subscribers)

(Witnesses)

Subscribed this 2nd day of November 2004

THE COMPANIES ACT 1981

FIRST SCHEDULE

(section 11(1))

A company limited by shares, or other company having a share capital, may exercise all or any of the following powers subject to any provision of law or its memorandum -

- (1) *[repealed by 1992:51]*
- (2) to acquire or undertake the whole or any part of the business, property and liabilities of any person carrying on any business that the company is authorised to carry on;
- (3) to apply for, register, purchase, lease, acquire, hold, use, control, licence, sell, assign or dispose of patents, patent rights, copyrights, trade marks, formulae, licences, inventions,

- (9) to promote any company for the purpose of acquiring or taking over any of the property and liabilities of the company or for any other purpose that may benefit the company;
- (10) to purchase, lease, take in exchange, hire or otherwise acquire any personal property and any rights or privileges that the company considers necessary or convenient for the purposes of its business;
- (11) to construct, maintain, alter, renovate and demolish any buildings or works necessary or convenient for its objects;
- (12) to take land in Bermuda by way of lease or letting agreement for a term not exceeding fifty years, being land bona fide required for the purposes of the business of the company and with the consent of the Minister granted in his discretion to take land in Bermuda by way of lease or letting agreement for a term not exceeding twenty-one years in order to provide accommodation or recreational facilities for its officers and employees and when no longer necessary for any of the above purposes to terminate or transfer the lease or letting agreement;
- (13) except to the extent, if any, as may be otherwise expressly provided in its incorporating Act or memorandum and subject to this Act every company shall have power to invest the moneys of the Company by way of mortgage of real or personal property of every description in Bermuda or elsewhere and to sell, exchange, vary, or dispose of such mortgage as the company shall from time to time determine;
- (14) to construct, improve, maintain, work, manage, carry out or control any roads, ways, tramways, branches or sidings, bridges, reservoirs, watercourses, wharves, factories, warehouses, electric works, shops, stores and other works and conveniences that may advance the interests of the company and contribute to, subsidise or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof;
- (15) to raise and assist in raising money for, and aid by way of bonus, loan, promise, endorsement, guarantee or otherwise, any person and guarantee the performance or fulfilment of any contracts or obligations of any person, and in particular guarantee the payment of the principal of and interest on the debt obligations of any such person;
- (16) to borrow or raise or secure the payment of money in such manner as the company may think fit;
- (17) to draw, make, accept, endorse, discount, execute and issue bills of exchange

- (19) to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with the property of the company in the ordinary course of its business;
- (20) to adopt such means of making known the products of the company as may seem expedient, and in particular by advertising, by purchase and exhibition of works of art or interest, by publication of books and periodicals and by granting prizes and rewards and making donations;
- (21)

**BERMUDA****CERTIFICATE OF DEPOSIT OF
MEMORANDUM OF INCREASE OF SHARE CAPITAL**

THIS IS TO CERTIFY that a Memorandum of Increase of Share Capital of

Man Wah Holdings Limited

was delivered to the Registrar of Companies on the 9th day of **June, 2005** in accordance with section 45(3) of *the Companies Act 1981* ("the Act").

Given under my hand and Seal of the
REGISTRAR OF COMPANIES this
17th of **June, 2005**

Seal of
the Registrar
of Companies
Bermuda

for Registrar of Companies

Capital prior to increase: HK\$ 100,000.00

Amount of increase: HK\$ 499,900,000.00

Present Capital: HK\$



BERMUDA

**CERTIFICATE OF DEPOSIT OF
MEMORANDUM OF INCREASE OF SHARE CAPITAL**

THIS IS TO CERTIFY that a Memorandum of Increase of Share Capital
of

Man Wah Holdings Limited

was delivered to the Registrar of Companies on the 11th day of **February 2015** in accordance with section 45(3) of *the Companies Act 1981* ("the Act").

Given under my hand and Seal of the
REGISTRAR OF COMPANIES this
13th February 2015

Seal of
the Registrar
of Companies
Bermuda

Jeremie M Hayward
for Registrar of Companies

Capital prior to increase:

BYE-LAWS

OF

Man Wah Holdings Limited

(Incorporated in Bermuda with limited liability)

(as amended by a Special Resolution passed on 30 June 2023)

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▲ ca i al-	hall mean he ha e ca i al f m ime ime f he C m anK;
▲ he Chai man-	hall mean he Chai man e iding a anK mee ing f ha eh lde f he B a d;
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amended f m ime ime;

▲ Tan fe Office-

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h g a h₂K₂ e i ing and e e₂K he m de
f e e en ing d fig e in a legible and
n n- an i₂K f m.

(B) In he e B₂Ke-La , i nle he e be me hing in he i bjec c n e^x inc n i en
he e i h:

are all ed, bK a a gene al mee ing f hich n ice ecifKng (i h i
 e j dice he ec n ained in he e e en amend he ame) he in en i n
 e he e l i n a a S ecial Re l i n, ha been d K gi en in acc dance i h
 BKe-la 63.

(D) A e l i n hall be an O dina K Re l i n hen i ha been a ed bK a im le
 maj i K f he e ca bK i ch ha eh lde a , being en i led d , e in
 e n bK d K a h i ed c a e e e en a i e , he e Xie a e all ed,
 bK a a gene al mee ing held in acc dance i h he e e en and f hich
 n ice ha been d K gi en in acc dance i h BKe-la 63.

O dina K
 Re l i n

(E) A S ecial Re l i n hall be effec i e f an K i e f hich an O dina K
 Re l i n i e X e ed be e i ed i nde an K i i n f he e BKe-La he
 S a i e .

S ecial
 Re l i n
 effec i e a
 O dina K
 Re l i n

(F) Whe e a ha eh lde i a c a i n, an K efe ence in he e BKe-la a Membe
 hall, he e he c ne X e i e , efe a d K a h i ed e e en a i e f i ch
 ha eh lde .

A e ndi X 3,
 a a 16

2. Wi h i e j dice an K he e i emen f he S a i e , a S ecial Re l i n hall be
 e i ed ale he Mem and m f A cia i n, a e an K amendmen f he e
 BKe-La change he name f he C m an K

When
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SHARES, WARRANTS AND MODIFICATION OF RIGHTS

3. Wi h i e j dice an K ecial igh e ic i n f he ime being a aching an K
 ha e an K cla f ha e , an K ha e ma K be i i ed i n i ch em and c ndi i n and
 i h i ch e fe ed, defe ed he ecial igh , i ch e ic i n, he he in ega d
 di idend, ing, e i n f ca i al he i e, a he C m an K ma K f m ime ime
 bK O dina K Re l i n de e mine (, in he ab ence f an K i ch de e mina i n fa a
 he ame ma K n make ecific i i n, a he B a d ma K de e mine) and an K efe ence
 ha e ma K i bjec he C m anie Ac and i h he anc i n f a S ecial Re l i n, be
 i i ed n he em ha i i liable be edeemed i n he ha ening f a ecified e en
 i n a gi en da e and ei he a he i n f he C m an K , if a h i ed bK he
 Mem and m f A cia i n f he C m an K a he i n f he h lde .

I i e f
 ha e

9. The C m anK maK bK O dina, K Re l i n, bef e he i , e f anK ne ha e , de e mine ha he ame, anK f hem, hall be ffe ed in he fi in ance, and ei he a a a a emi m, all he e^xi ing h lde f anK cla f ha e in i n a nea lK a maK be he n mbe f ha e f i ch cla held bK hem e ec i e lK make anK he i i n a he i , e and all men f i ch ha e , b i n defa l f anK i ch de e mina i n fa a he ame hall n e^xend, i ch ha e maK be deal i h a if heKf med a f he ca i al f he C m anK e^xi ing i he i , e f he ame.

When be ffe ed e^xi ing ha eh lde

10. E^xce fa a he i e ided bK he c ndi i n fi e bK he e BKe-La , anK ca i al ai ed bK he cea i n f ne ha e hall be ea ed a if i f med a f he i ginal ca i al f he C m anK and i ch ha e hall be i bjec he i i n c nained in he e BKe-La i h efe ence he aKmen f call and in almen , an fe and an mi i n, f fei e, lien, cancella i n, i ende , ing and he i e.

Ne ha e f m a f i ginal ca i al

11. All i ni i ed ha e hall be a he di al f he B a d and i maK ffe , all (i h i h i c nfe ing a igh f en cia i n), gan i n e he i e di e f hem i ch e n , a i ch ime , f i ch c nide a i n and gene allK n i ch e m a i in i ab l e di ce i n hink fi , b ha n ha e hall be i , ed a a di c i n. The Di ec hall, a ega d anK ffe all men f ha e , c m lK i h he i i n f he C m anie Ac , if and fa a i ch i i n maK be a l i cable he e . Nei he he C m anK n he B a d hall be bliged, hen making g an ing anK all men f, ffe f, i n e di al f ha e , make, make a ailable, anK i ch ffe , i n ha e ha eh lde he i h egi e ed add e e in anK a i o la e i K e i i e being a e i K e i i e he e, in he ab ence fa egi a i n a emen he ecial f mali e , hi i ld migh, in he i ni n f he B a d, be i nla fi l i m ac i cable. Sha eh lde affec ed a a e l f he f egi ng en ence hall n be, be deemed be, a e a a e cla f ha eh lde f anK i e ha e e .

Sha e a he di al f he B a d

12. The C m anK maK a anK ime aK a c mmi i n anK e n f i b c ibing ag eeing i b c i be (he he ab l e lK c ndi i nal lK) f anK ha e in he C m anK a ing ag eeing a e i b c i i n (he he ab l e c ndi i nal) f anK ha e in he C m anK b ha he c ndi i n and e i i emen f he C m anie Ac hall be b e ed and c m lied i h, and in each ca e he c mmi i n hall n e^xceed en e cen . f he ice a hich he ha e a e i , ed.

C m anK maK aK c mmi i n

13. E^xce a he i e e^x e lK ided bK he e BKe-La a e i i ed bK la a de ed bK a c i f c m e en j i dic i n, n e n hall be ec gni ed bK he C m anK a h lding anK ha e i n anK i and, e^xce a af e aid, he C m anK hall n be b i nd bK be c m elled in anK aK ec gni e (e en hen ha ing n ice he e f) anK e i i able, c n ingen, fi e a ial in e e in anK ha e anK in e e in anK f ac i nal a fa ha e anK he igh claim in e ec f anK ha e e^xce an ab l e igh he en i e K he e f f he egi e ed h lde .

C m anK n ec gni e i in e ec f ha e

REGISTER OF SHAREHOLDERS AND SHARE CERTIFICATES

14. (A) The Board shall cause to be kept a register of the shareholders and the register shall be entered therein the following information in respect of the Company Act.
- (B) Subject to the provisions of the Company Act, if the Board considers it necessary and advisable, the Company may establish and maintain a local branch register at such place in the Province as the Board thinks fit and, while the register is kept at such place, the Company may, in the case of the Board, limit the number of shares which may be transferred in the Register. The Company shall keep a branch register in the Province.
- (C) During the period (except when the register is closed in accordance with section 632 of the Company Ordinance), the shareholders of the Company may, in respect of the Company, attend the meeting of the Board, the Principal

29. The j in h lde f a ha e hall be e e allK a ell a j in lK liable f he aKmen f all call and in almen d e in e ec f , ch ha e he m nK d e in e ec he e f.
30. The B a d maK f m ime ime a i di c e i n e^x end he ime fi^xed f anK call, and maK e^x end , ch ime a ega d all anK f he ha eh lde h m d e e idence , ide he Rele an Te i K he ca e he B a d maK deem en i led anK , ch e^x en i n b n ha eh lde hall be en i led anK , ch e^x en i n e^xce a a ma e f g ace and fa i .
31. If he i m aKable in e ec f anK call in almen i n aid n bef e he daK a in ed f aKmen he e f, he e n e n f m h m he i m i d e hall aK in e e n he ame a , ch a e n e^xceeding enK e cen . e ann m a he B a d hall fi^x f m he daK a in ed f he aKmen he e f he ime f he ac i al aKmen , b he B a d maK ai e aKmen f i ch in e e h lK in a .
32. N ha eh lde hall be en i led eeci e anK di idend b n be e en and e (a e a aK f an he ha eh lde) a anK gene al mee ing, ei he e nallK (a e a aK f an he ha eh lde) hK aK hKa d lK a h i ed c a e e e en a i e, be eck ned in a i m, e^xeci e anK he i ilege a a ha eh lde , n il all call in almen d e f m him he C m anK he he al ne j in lK i h anK he e n, ge he i h in e e and e^x en e (if anK) hall ha e been aid.
33. On he ial hea ing f anK ac i n he eeding f he ec eK f anK m nK d e f anK call, i hall be i fficien e ha he name f he ha eh lde i ed i en e ed in he egi e a he h lde , ne f he h lde , f he ha e in e ec f hich i ch deb acc i ed; ha he e l i n f he B a d making he call ha been d lK ec ded in he min e b k f he B a d; and ha n ice f i ch call a d lK gi en he ha eh lde i ed, in i , ance f he e BKe-La ; and i hall n be nece aK e he a in men f he B a d h made i ch call, n anK he ma e ha e e , b he f f he ma e af e aid hall be c nch i e e idence f he deb .
34. AnK i m hich hK he e m f all men f a ha e i made aKable i n all men a anK fi^xed da e, he he n acc i n f he n minal a l e f he ha e and/ hK aK f emi m, hall f all e f he e BKe-La be deemed be a call d lK made, n ified, and aKable n he da e fi^xed f aKmen , and in ca e f n n aKmen all he ele an i i n f he e BKe-La a aKmen f in e e and e^x en e , f fei e and he like, hall a lK a if i ch i m had bec me aKable hK i e f a call d lK made and n ified. The B a d maK n he i e f ha e diffe en ia e be een he all ee h lde a he am i n f call be aid and he ime f aKmen .
35. The B a d maK if i hink fi , eeci e f m anK ha eh lde illing ad anceanK a

en, K e cen . e ann ma he B ad maK decide b a a Kmen in ad ance f a call hall n en ile he ha eh lde eeci e anK di idend e X e ci e anK he igh i ilege a a ha eh lde in e ec f he ha e he de i n f he ha e , n hich a Kmen ha been ad anced b K , ch ha eh lde bef e i i called , . The B ad maK a anK ime e a K he am , n ad anced , n gi ing , ch ha eh lde n le han ne m nh' n ice in i ing f hei in en i n in ha behalf , nle bef e he e X i a i n f , ch n ice he am , n ad anced hall ha e been called , n he ha e in e ec f hich i a ad anced.

TRANSFER OF SHARES

36. S bjec he C m anie Ac , all an fe f ha e maK be effec ed b K an fe in i ing in he , al c mm n f m in , ch he f m a he B ad maK acce and maK be , nde hand b K mean f elec nic igna , e , ch he manne a he B ad maK f m ime ime a e .

F m f an fe

37. The in , men f an fe f anK ha e hall be e X ea ed b K n behalf f he an fe and b K n behalf f he an fe ee ided ha he B ad maK di en e i h he e X e i n f he in , men f an fe b K he an fe ee in anK ca e in hich i hink fi , in i ab l e di ce i n , d . The an fe hall be deemed emain he h lde f he ha e , n il he name f he an fe ee i en e ed in he egi e in e ec he e f . N hing in he e B Ke-La hall e ch de he B ad f m ec gni ing a en ncia i n f he all men i i nal all men f anK ha e b K he all ee in fa , f me he e n .

E X e a i n f an fe

38. (A) The B ad maK in i ab l e di ce i n , a anK ime and f m ime ime an fe anK ha e , n he P inci al Regi e anK b anch egi e anK ha e n anK b anch egi e he P inci al Regi e anK he b anch egi e .

Sha e egi e ed n inci al egi e , b anch egi e , e c .

(B) Unle he B ad he i e ag ee (hich ag eemen maK be n , ch e m and , bjec , ch c ndi i n a he B ad in i ab l e di ce i n maK f m ime ime i , la e , and hich ag eemen i hall , i h , gi ing anK ea n he ef , be eniled in i ab l e di ce i n gi e i h h ld) n ha e n he P inci al Regi e hall be an fe ed anK b anch egi e n hall ha e n anK b anch egi e be an fe ed he P inci al Regi e anK he b anch egi e and all an fe and he d a men f i le hall be l dged f egi a i n , and egi e ed , in he ca e f anK ha e n a b anch egi e , a he ele an Regi a i n Office , and , in he ca e f anK ha e n he P inci al Regi e , a he T an fe Office . Unle he B ad he i e ag ee , all an fe and he d a men f i le hall be l dged f egi a i n i h , and egi e ed a , he ele an Regi a i n Office .

(C) N i h anding anK hing c n ained in hi B Ke-La , he C m anK hall a n a ac icable and n a egl a bai ec d in he P inci al Regi e all an fe f ha e effec ed n anK b anch egi e and hall a all ime main ain he P inci al Regi e in all e ec in acc dance i h he C m anie Ac .

43. U n e e, K an fe f ha e he ce ifica e held b, K he an fe hall be gi en, be cancelled, and hall f h i h be cancelled acc ding, K and a ne ce ifica e hall be i, ed i h, cha ge he an fe ee in e, ec f he ha e an fe ed him, and if an, K f he ha e incl ded in he ce ifica e gi en, hall be e ained b, K he an fe a ne ce ifica e in e, ec he e f hall be i, ed him i h, cha ge. The C m an, K hall al e ain he in, men f an fe .

Ce ifica e
be gi en,
n an fe

44. The egi ain f an fe ma, K be, ended and he egi e ma, K be cl ed a, ch ime and f, ch, e id a he B a d ma, K f m ime ime de e mine and ei he gene all, K in e, ec f an, K cla f ha e . The egi e hall n be cl ed f m e han hi, K da, K in an, K, Kea .

When
an fe
b, k and
egi e ma, K
be cl ed

TRANSMISSION OF SHARES

45. In he ca e f he dea h f a ha eh lde , he , i , i he e he decea ed a a j in h lde , and he legal, e nal e e en a i e f he decea ed he e he a a le n, K , i ing h lde , hall be he n, K e n ec gni ed b, K he C m an, K a ha ing an, K i le hi in e e in he ha e ; b n hing he ein c n ained hall elea e he e a e f a decea ed h lde (he he le j in) f m an, K liabili, K in e, ec f an, K ha e le, K j in, K held b, K him.

Dea h f
egi e ed
h lde f
j in h lde
f ha e

46. An, K e n bec ming en i led a ha e in c n e, ence f he dea h bank, c, K inding, f a ha eh lde ma, K, n, ch e idence a hi i le being, d, ced a ma, K f m ime ime be e, i ed b, K he B a d, and , bjec a he einaf e, ided, elec ei he be egi e ed him elf a h lde f he ha e ha e me, e n n mina ed b, K him egi e ed a he an fe ee he e f.

Regi ain
f, e nal
e e en a i e
and, ee
in
bank, c, K

47. If he, e n bec ming en i led a ha e, , an B, Ke-La 46 hall elec be egi e ed him elf, a he h lde f, ch ha e he hall deli e end he C m an, K a n ice in i ing igne d b, K him a (nle he B a d he i e ag ee) he Regi ain Office, a ing ha he elec . If he hall elec ha e hi n minee egi e ed, he hall e if, K hi elec i n b, K e^xea ing a an fe f, ch ha e hi n minee. All he limi ain , e ic i n and, i i n f he e, e en ela ing he igh an fe and he egi ain f an fe f ha e hall be a, licable an, K , ch n ice an fe a af e aid a if he dea h, bank, c, K inding, f he ha eh lde had n ca ed and he n ice an fe e e a an fe e^xea ed b, K , ch ha eh lde .

N ice f
elec i n be
egi e ed
and
egi ain
f n minee

48. A, e n bec ming en i led a ha e b, K ea n f he dea h, bank, c, K inding, f he h lde hall be en i led he ame di idend and he ad an age hich he, ld be en i led if he e e he egi e ed h lde f he ha e. H e e , he B a d ma, K if i hink fi , i hh ld he, a, K men f an, K di idend, a, Kable he ad an age in e, ec f, ch ha e, n il , ch, e n hall bec me he egi e ed h lde f he ha e hall ha e effec all, K an fe ed , ch ha e, b , , bjec he e, i emen f B, Ke-La 77 being me , , ch a, e n ma, K e a gene al mee ing f he C m an, K

Re en i n f
di idend ,
e c, i n il
an fe
an mi i n
f ha e f
a decea ed
bank, c, K
ha eh lde

FORFEITURE OF SHARES

49. If a shareholder fails to pay a call in full when called upon to do so, and if the Board, at any time thereafter, in which time a call in full may be made, in aid, in which case he is in breach of Article 32, of the articles of the company, of the call in full, in aid, of the shares which he has taken and which he has taken, he shall be liable to pay the same.
50. The notice shall name a date (not earlier than the expiration of the period for the making of the call) before which the shares shall be made, and the place where the shares shall be made, such place being either the Registered Office or a place in the United Kingdom. The notice shall also state that, in the event of non-payment of the call, the shares in respect of which the call is made shall be liable to be forfeited.
51. If the provisions of any article of the articles of the company, which relate to the making of a call, are not complied with, and if the shares in respect of which the call has been made, before the expiration of the period for the making of the call, have been made, before the expiration of the period for the making of the call, the Board may, if it thinks fit, declare that the shares so made shall be liable to be forfeited, and in such case the provisions of Article 32 of the articles of the company shall apply.
52. Any shares which have been forfeited shall be deemed to be the property of the company, and may be sold, and the proceeds of the sale, after the payment of the costs of the sale, shall be paid to the person entitled to the shares, and the Board may, if it thinks fit, cancel the shares so forfeited.
53. Any shares which have been forfeited shall cease to be a liability of the company, and the person who has been forfeited shall be liable to pay the same, and the Board may, if it thinks fit, require the person who has been forfeited to pay the same, and the Board may, if it thinks fit, require the person who has been forfeited to pay the same, and the Board may, if it thinks fit, require the person who has been forfeited to pay the same.

54. A a, K decla a i n in i ing ha he decla an i a Di ec he Sec e a, K f he C m an, K and ha a ha e in he C m an, K ha been d, K f fei ed, i ende ed n a da e a ed in he decla a i n, hall be c ncl i e e idence f he fac he ein a ed a again all e n claiming be en i led he ha e. The C m an, K ma, K ecei e he c n ide a i n, if an, K gi en f he ha e n an, K ale di i i n he e f and ma, K e e a an fe f he ha e in fa, f he e n h m he ha e i ld di ed f and he hall he a n be egi e ed a he h lde f he ha e, and hall n be b, nd ee he a lica i n f he, cha e m ne, K if an, K n hall hi i le he ha e be affe ed h, K an, K i eg la i, K in alidi, K in he ceeding in efe ence he f fei, e, ale di al f he ha e.

55. When an, K ha e hall ha e been f fei ed, n ice f he f fei, -372.9(he)-372.9(ha e)-37 1 he

hall be ed in an, K fe n ice
an, K e, K

17.5, K 378617.5(f e i n g) d-378617.5(he) 8617. B a d-378617.9(ma, K 78617.5 ng) 8617.5(an, K) 8617. im e, 48617. be 5(f e n g) 8617.5(ane)

The 42536.9(f fei, -372) 536.5(f) 2536. a f) 2536.5(ha e) 2536.5(-372. 2536.1(n .2536, e j, d ice) 2536. (The 42536.

A) if 77715.9(The 72847.8(i a i he 72847.5(f 72847.9(The 72847. B, K e- La he 72847. a he 72847. f 72847.9(f fei, -372847.

ii) c n lida e di ide all anK fi ha e ca i al in ha e f la ge am , n
han i e^xi ing ha e ; and n anKc n lida i n f f i l l K aid ha e in ha e
f la ge am , n , he B a d maK e le anK diffio l K hich maKa i e a i hink
e^x edien and in a i q la (b i h i , e j dice he gene ali K f he
f eg ing) maKa be een he h lde f ha e be c n lida ed de e mine
hich a i q la ha e a e be c n lida ed in a c n lida ed ha e , and if i
hall ha en ha anK e n hall bec me en i led f ac i n f a c n lida ed
ha e ha e , i ch f ac i n maK be ld b K me e n a in ed b K he
B a d f ha i e and he e n a in ed maK an fe he ha e
ld he i cha e he e f and he alidi K f i ch an fe hall n be
i e i ned , and ha he ne eed f i ch ale (af e ded i c i n f he
e^x en e f i ch ale) maK ei he be di i b ed am ng he e n h i ld
he i e be en i led a f ac i n f ac i n f a c n lida ed ha e ha e
a eab K in acc dance i h hei igh and in e e maK be aid he
C m anK f he C m anK benefi ;

iii) di ide i ha e in e e al cla e and a ach he e e ec i e K anK
e fe en ial , defe ed , i alified e cial igh , i ilege c ndi i n ;

i) i b-di ide i ha e anK f hem in ha e f malle am , n han i fi^xed
b K he Mem and m f A cia i n , i bjec ne e hele he i i n f he
C m anie Ac , and ha he e l i n he eb K anK ha e i 77.5(ha e(am , n e9-(he eai

67. If i hin fif een min e f m he ime a in ed f he mee ing a , i , m i n e en , he mee ing, if c n ened, n he e, i i i n f ha eh lde , hall be di l ed, b in anK he ca e i hall and adj, ned he ame daK in he ne^x eek and a , ch ime and lace and in , ch f m and manne efe ed in he e B₃Ke-La a hall be decided b₃K he B a d.

68. The Chai man (if anK) f he B a d , if he i ab en decline ake he chai a , ch mee ing, he De , ₃K Chai man (if anK) hall ake he chai a e e₃K gene al mee ing, , if he e be n , ch Chai man De , ₃K Chai man, , if a anK gene al mee ing nei he f , ch Chai man De , ₃K Chai man i e en i hin fif een min e af e he ime a in ed f h lding , ch mee ing, b h , ch, e n decline ake he chai a , ch mee ing, he Di ec e en hall ch e ne f hei n mbe a Chai man, and if n Di ec be e en if all he Di ec e en decline ake he chai if he Chai man ch en hall e i e f m he chai , hen he ha eh lde e en hall ch e ne f hei n mbe be Chai man.

69. The Chai man ma₃K i h he c n en f anK gene al mee ing a hich a , i , m i e en , and hall, if di ec ed b₃K he mee ing, adj, n anK mee ing f m ime ime and f m lace lace a he mee ing hall de e mine. ^Whene e a mee ing i adj, ned f f , een da₃K m e, a lea e en da₃K' n ice, ecif₃King he lace, he da₃K and he h , f he adj, ned mee ing hall be gi en in he ame manne a in he ca e f an iginal mee ing b i hall n be nece a₃K ecif₃K in , ch n ice he na, e f he b ine be an ac ed a he adj, ned mee ing. Sa e a af e aid, n ha eh lde hall be en i led anK n ice f an adj, nmen f he b ine be an ac ed a an adj, ned mee ing. N b ine hall be an ac ed a an adj, ned mee ing he han he b ine hich migh ha e been an ac ed a he mee ing f m hich he adj, nmen k lace.

70. A anK gene al mee ing a e h i n , he e f he mee ing hall be decided n a

VOTES OF SHAREHOLDERS

80. (A) Sa e a e^x e IK ided in he e BKe-La, n e n he han a ha eh lde d IK egi eed and h hall ha e aid e e^xKhing f he ime being d e f m him aKable he C m anK in e ec f hi ha e hall be en i led be e en e (a e a e^x f an he ha eh lde) ei he e nalIK bK XK be eck ned in a , i m (a e a e^x f an he ha eh lde), a anK gene al mee ing.

(B) N bjec i n hall be ai ed he , alifica i n f anK e e^xce a he mee ing adj , ned mee ing a hich he e bjec ed i gi en ende ed, and e e^xK e n di all ed a , ch mee ing hall be alid f all , e . AnK , ch bjec i n made in d e ime hall be efe ed he Chai man, h e deci i n hall be final and c nch i e.

81. AnK ha eh lde f he C m anK en i led a end and e a a mee ing f he C m anK a mee ing f he h lde f anK cla f ha e in he C m anK hall be en i led a in an he e n a hi XK a end and e in ead f him. V e maK be gi en ei he e nalIK bK d IK a h i ed c a e e e en a i e bK XK A ha eh lde

shall not include a haeride from a ending and in the meeting in the
the licence and, in the case, the in the meeting shall be deemed
be effected.

84. The in the meeting shall be in the case, shall be in the case,
from the Board of the meeting shall be in the case.

REGISTERED OFFICE

88. The Registered Office shall be a place in Bermuda at the Board hall from time to time as in .

BOARD OF DIRECTORS

89. The number of Directors shall not be less than . The Company shall keep at the Registered Office a register of Directors and office in accordance with the Statute .
90. The Company in general meeting may by Ordinary Resolution elect or re-elect any qualified Director as a Director in the alternative any of the Directors of the Company may at any time be removed from office by Ordinary Resolution of the Board of Directors . Any alternative

function, and die f his in a a Di ec and f he, e f he
ceeding a, ch mee ing he, i i n f he e B,Ke-La hall a, K a if he
e e a Di ec .

(D) E e, K e n ac ing a an al e na e Di ec hall (e^xce a ega d, e a, in
an al e na e Di ec and em, ne a i n) be, bjec in all e, ec he, i i n f
he e B,Ke-La ela ing Di ec and hall al ne be e, n ible he C m an, K
f hi ac and defa l and hall n be deemed be he agen f f he Di ec
a, in ing him.

(E) E e, K e n ac ing a an al e na e Di ec hall ha e ne e f each Di ec f
h m he ac a al e na e (in addi i n hi n e if he i al a Di ec). The
igna, e f an al e na e Di ec an, K e l i n in i ing f he B a d a
c mmi ee f he B a d hall, nle he n ice f hi a, in men, ide he
c n a, K be a effec i e a he igna, e f hi a, in .

(F) N al e na e Di ec hall b, K i, e f ha, i i n be a di ec f he, i, e f
he C m anie Ac, b hall ne e hele be, bjec he, i i n f he
C m anie Ac in fa a he, K ela e he d ie and bliga i n f di ec (he
han he bliga i n h ld an, K, alif, K ing ha e in he C m an, K) hen, e f ming
he f nc i n f a Di ec .

92. A Di ec an al e na e Di ec hall n be e, i ed h ld an, K, alifica i n ha e b,
hall ne e hele be en i led a end and, eak a all gene al mee ing f he C m an, K

95. The Board may grant special emoluments, being called, in, shall
of management special executive a the of the Company. Such special
emoluments may be made payable to the Director in addition to his
salary, emoluments as a Director, and may be made payable to the
committee in accordance with the provisions of the Board of Directors.

96. (A) Notwithstanding Articles 93, 94 and 95, the emoluments of a Managing Director,
Joint Managing Director, Deputy Managing Director and Executive Director as
Director shall be fixed by the Board in the management of the Company. The
time shall be fixed by the Board and may be payable to the committee in,
accordance with the provisions of the Board of Directors and the
benefits (including pension and gratuity and other benefits) and all
allowances of the Board may be decided. Such emoluments shall
be in addition to his salary as a Director.

(B) Payment of Director as a Director shall be made in full
of the office and consideration in connection with his duties (in

98. (A) Sijec he C m anK Ac , a Di ec maK h ld anK he ffice lace f fi
 ih he C m anK (e^xce ha f A di) in c nj nc i n ih hi ffice f Di ec
 f , ch e id and , n , ch e m a he B a d maK de e mine, and maK be aid
 , ch e^x a em ne a i n he ef (he he bK aK f ala, K c mmi i n, a ici a i n
 in fi he i e) a he B a d maK de e mine, and , ch e^x a em ne a i n hall
 be in addi i n anK em ne a i n, ided f , bK , i , an anK he BKe-La .
- (B) A Di ec maK ac bK him elf hi fi m in a , fe i nal ca aci, Kf he C m anK
 (he i e han a A di) and he hi fi m hall be eniled em ne a i n f
 fe i nal e ice a if he e e n a Di ec .
- (C) A Di ec maK be bec me a di ec he ffice f, he i e in e e ed in,
 anK c m anK m ed bK he C m anK anK he c m anK in hich he C m anK
 maK be in e e ed, and hall n be liable acc , n he C m anK he
 ha eh lde f anK em ne a i n, fi he benefi eeci ed bK him a a
 di ec ffice f f m hi in e e in , ch he c m anK The B a d maK al
 ca e he ing e c nfe ed bK he ha e in anK he c m anK held ned
 bK he C m anK be e^xeci ed in , ch manne in all e ec a i hink fi ,
 incl ding he e^xeci e he e f in fa , f anK e h i n a in ing he Di ec
 anK f hem be di ec ffice f , ch he c m anK ing iding
 f he , aKmen f em ne a i n he di ec ffice f , ch he c m anK

anK he c n ac a angemen in hich anK Di ec i in anK aK in e e ed be
liable be a ided, n hall anK Di ec c n ac ing being in e e ed be
liable acc , n he C m anK he ha eh lde f anK em ne a i n, fi
he benefi eali ed hK anK , ch c n ac a angemen, hK ea n nK f , ch
Di ec h lding ha f fice he fid ciaK ela i n hi he eK e abli hed.

- (G) A Di ec h hi kn ledge i in anK aK he he di ec JK indi ec JK
in e e ed in a c n ac a angemen ed c n ac a angemen i h he
C m anK hall decla e he na, e f hi in e e a he mee ing f he B a d a hich
he , i e i n f en e ing in he c n ac a angemen i fi aken in
c n ide a i n, if he kn hi in e e hen e^xi , in anK he ca e a he fi
mee ing f he B a d a f e he kn ha he i ha bec me in e e ed. F he
e f hi BKe-La , a gene al n ice he B a d hK a Di ec he effec
ha (a) he i a ha eh lde f a ecified c m anK fi m and i be ega ded a
in e e ed in anK c n ac a angemen hich maK a f e he da e f he n ice be
made i h ha c m anK fi m (b) he i be ega ded a in e e ed in anK
c n ac a angemen hich maK a f e he da e f he n ice be made i h a
ecified e n h i c nnec ed i h him, hall be deemed be a , fficien
decla a i n f in e e , nde hi BKe-La in ela i n anK , ch c n ac
a angemen ; ided ha n , ch n ice hall be effec i e, nle ei he i i gi en a
a mee ing f he B a d he Di ec ake ea nable e m-550.in b , gh372.9(f) 372.9
madn m-55077603 miTJT(in hibin)-709.9(f)ll fidn 372.9(f)a 1372.9(e -5-5.9(he),K72.9(f)17

(J) Where a committee in which a Director is a member of the Board of Directors of the company shall be deemed to be a committee of the Board of Directors of the company if the majority of the members of the committee are directors of the company.

(K) If a resolution of the Board of Directors of the company is passed at a meeting of the Board of Directors of the company (the Chairman) or a meeting of the Board of Directors of the company (the Chairman) which is held in accordance with the provisions of the articles of association of the company and the Chairman of the meeting is a director of the company, the resolution shall be deemed to be a resolution of the Board of Directors of the company and the Chairman of the meeting shall be deemed to be the Chairman of the Board of Directors of the company. If a resolution of the Board of Directors of the company is passed at a meeting of the Board of Directors of the company (the Chairman) or a meeting of the Board of Directors of the company (the Chairman) which is held in accordance with the provisions of the articles of association of the company and the Chairman of the meeting is a director of the company, the resolution shall be deemed to be a resolution of the Board of Directors of the company and the Chairman of the meeting shall be deemed to be the Chairman of the Board of Directors of the company.

i) i ch Di ec ha gi en n ice in i ing he C m anK ha he i n illing be e-elec ed.

101. The C m anK in gene al mee ing hall f m ime ime fi^x and maK f m ime ime hK O dina,K Re l i n inc ea e ed ce he ma^xim m and minim m n mbe f Di ec b ha he n mbe f Di ec hall ne e be le han .

P e e f gene al mee ing inc ea e ed ce n mbe f Di ec

A . endi^x 3, a a 4(2)

102. (A) The C m anK maK f m ime ime in gene al mee ing hK O dina,K Re l i n elec anK e n be a Di ec ei he fill a ca, al acanK a an addi i n he B a d. AnK Di ec a in ed hall be , bjec e i emen hK a i n, i an BKe-la 99.

A . in men f Di ec

(B) The B a d hall ha e e f m ime ime and a anK ime a in anK e n a a Di ec ei he fill a ca, al acanK a an addi i n he B a d b ha he n mbe f Di ec a in ed hall n e^xceed he ma^xim m n mbe de e mined f m ime ime hK he ha eh lde in gene al mee ing. AnK Di ec a in ed hK he B a d fill a ca, al acanK hall h ld ffice nK, n il he fi gene al mee ing f he C m anK a f e hi a in men and be , bjec e-elec i n a i ch mee ing. AnK Di ec a in ed hK he B a d a an addi i n he e^xi ing B a d hall h ld ffice nK, n il he ne^x fi ann al gene al mee ing f he C m anK a f e hi a in men and hall hen be eligible f e-elec i n. AnK Di ec a in ed, nde hi BKe-La hall n be aken in acc, n in de e mining he Di ec he n mbe f Di ec h a e e i e hK a i n a an ann al gene al mee ing.

103. N e n, he han a e i ing Di ec , hall, i nle ec mmended hK he B a d f elec i n, be eligible f elec i n he ffice f Di ec a anK gene al mee ing, i nle n ice in i ing f he in en i n e ha e n f elec i n a a Di ec and n ice in i ing hK ha e n f hi illingne be elec ed hall ha e been l dged a he Head Office a he Regi a i n Office a lea e en daK bef e he da e f he gene al mee ing. The e i d f l d gmen f he n ice e, i ed, nde hi BKe-la ill c mmence n ea lie han he daK a f e he di, a ch f he n ice f he gene al mee ing a in ed f i ch elec i n and end n la e han 7 daK i he da e f i ch gene al mee ing.

N ice f ed Di ec be gi en

A . endi^x 3, a a 4(3)

104. The C m anK maK hK O dina,K Re l i n em e anK Di ec (incl ding a Managing Di ec he E^xea i e Di ec) bef e he e^x i a i n f hi e i d f ffice n i h anding anK hing in he e BKe-La in anK ag e emen be een he C m anK and i ch Di ec (b i h, e j dice anK claim hich i ch Di ec maK ha e f damage f anK b each f anK c n ac be een him and he C m anK) and maK elec an he e n in hi ead. AnK e n elec ed hall h ld ffice nK, n il he ne^x f ll ing ann al gene al mee ing f he C m anK and hall hen be eligible f e-elec i n a i ch mee ing, b hall n be aken in acc, n in de e mining he Di ec h a e e i e hK a i n a i ch mee ing.

P e e em e Di ec hK O dina,K Re l i n

BORROWING POWERS

105. The Board may from time to time exercise all the powers of the Company which are exercisable by the Board in relation to the raising of money by the Company and the management, control and disposal of the assets of the Company.
106. The Board may exercise the powers which it may lawfully exercise in relation to the borrowing of money by the Company and the management, control and disposal of the assets of the Company.
107. The Board may exercise the powers which it may lawfully exercise in relation to the borrowing of money by the Company and the management, control and disposal of the assets of the Company.
108. The Board may exercise the powers which it may lawfully exercise in relation to the borrowing of money by the Company and the management, control and disposal of the assets of the Company.
109. (A) The Board shall have the authority to borrow money on behalf of the Company and to create and issue securities of the Company and to do all such things as may be necessary or expedient for the purposes of the Company.
- (B) If the Company is a public company, the Board shall have the authority to borrow money on behalf of the Company and to create and issue securities of the Company.
110. The Board shall have the authority to borrow money on behalf of the Company and to create and issue securities of the Company.

MANAGING DIRECTORS, ETC.

111. The Board may from time to time in its discretion employ such persons as it may think fit to act as Managing Directors, Joint Managing Directors, Deputy Managing Directors or Executive Directors and/or such other persons as it may think fit to act as Managing Directors, Joint Managing Directors, Deputy Managing Directors or Executive Directors in accordance with the provisions of the Companies Act, 1956.
112. Every Director shall be liable to be removed from office by the Board.

MANAGERS

116. The Board make from time to time a general manager, manager of the business of the Company and make his remuneration in respect of his services in connection with the management of the Company and the management of the business of the Company. A. in men and em ne a in f manage
117. The Board in respect of each general manager, manager make for each of them the Board decide and the Board make in respect of them all of the Board and in respect of each of them. Ten e f ffice and e
118. The Board make in respect of each agreement agreement in respect of each general manager, manager in respect of each of them and in all respects of the Board in respect of each of them, including a general manager, manager in respect of each of them in an annual manager manager remuneration and in respect of each of them. Tem and c ndi n f a in men

CHAIRMAN AND OTHER OFFICERS

119. The Board shall have a chairman of the Company and an officer of the Company and make from time to time election of the chairman of the Company and make from time to time election of the chairman of the Company and make from time to time election of the chairman of the Company. Chai man, De , K Chai man and ffice
- The Board shall have a chairman of the Company and an officer of the Company and make from time to time election of the chairman of the Company and make from time to time election of the chairman of the Company. Chai man, De , K Chai man and ffice

PROCEEDINGS OF THE DIRECTORS

120. The Board make meeting of the directors, adjourn and the meeting and proceeding of the directors and make from time to time election of the directors. Mee ing f he B a d, , i , m, e, c.
- The Board make meeting of the directors, adjourn and the meeting and proceeding of the directors and make from time to time election of the directors. Mee ing f he B a d, , i , m, e, c.

121. A Di ec maK and he Sec e aK hall, n he e, e f a Di ec , a anK ime , mm n a mee ing f he B a d hich maK be held in anK a f he ld ided ha n , ch mee ing hall be , mm ned be held , ide he e i K in hich he Head Office i f he ime being i, a e i h, he i a al f he Di ec . N ice he e f hall be gi en each Di ec and al e na e Di ec ei he in i ing hK ele h ne hK ele^x eleg am a he add e f m ime ime n ified he C m anK hK , ch Di ec in , ch he manne a he B a d maK f m ime ime de e mine. A Di ec ab en in ended be ab en f m he e i K in hich he Head Office i f he ime being i, a e maK e, e he B a d ha n ice f B a d mee ing hall d ing hi ab ence be en in i ing him a hi la kn n add e anK he add e gi en hK him he C m anK f hi , e, b , ch n ice need n be gi en anK ea lie han n ice gi en Di ec n ab en and in he ab ence f anK , ch e, e i hall n be nece aK gi e n ice f a B a d mee ing anK Di ec h i f he ime being ab en f m , ch e i K A Di ec maK ai e n ice f anK mee ing ei he ec i eK e ec i eK
122. Q e i n a i ng a anK mee ing f he B a d hall be decided hK a maj i, K f e , and in ca e f an e, ali, K f e he Chai man hall ha e a ec nd ca ing e. H e i n be decided
123. A mee ing f he B a d f he ime being a hich a, i , m i e en hall be c m e en e^x e ci e all anK f he a h i e , e and di c e i n hK , nde he e B, Ke-La f he ime being e ed in e^x e ci e ble hK he B a d gene allK P e e f mee ing
124. The B a d maK delega e anK f i e c mmi ee c n i ng f , ch membe membe f i b dK and , ch he e n a he B a d hink fi, and i maK f m ime ime e ke , ch delega i n e ke he a in men f and di cha ge anK , ch c mmi ee ei he h hK in a , and ei he a e n , e , b e e, K c mmi ee f med hall in he e^x e ci e f he e delega ed c nf m anK eg la i n ha maK f m ime ime be im ed, n i hK he B a d. P e a in c mmi ee and delega e
125. All ac d ne hK anK , ch c mmi ee in c nf mi, K i h , ch eg la i n and in fi lfilmen f he e f hich i i a in ed, b n he i e, hall ha e he like f ce and effec a if d ne hK he B a d, and he B a d hall ha e e , effec a ac i h he c n en f he C m anK in gene al mee ing, em ne a e he membe f B a d f anK ecial c mmi ee, and cha ge , ch em ne a i n he a en e^x en e f he C m anK Ac f c mmi ee be f ame
126. The mee ing and ceeding f anK , ch c mmi ee c n i ng f m e membe hall be g e ned hK he i i n he ein c n ained f eg la ing he mee ing and ceeding f he B a d fa a he ame a e a licable he e and a en e laced hK anK eg la i n im ed hK he B a d, , an B, Ke-La 124. P ceeding f c mmi ee

127. All accounts bona fide deposits of the Board of Directors, in the hands of the Board of Directors, shall be a deposit of the Board of Directors.

f hem hall be di_en ed i h affi^ed b_K me me h d y_K em f mechanical igna_e he han a ga hic ma_K be_in ed he e n a _ecified in , ch e l i n ha , ch ce ifica e need n be igne d b_K an_K e n.

(C) The C m an_K ma_K ha e a Seq i ie Seal f , e f ealing ce ifica e f ha e he ea i ie i , ed b_K he C m an_K and n igna_e f an_K Di ec , f fice he _e n and n mechanical e d c i n he e f hall be e , i ed n an_K , ch ce ifica e he d a men and an_K , ch ce ifica e he d a men hich , ch Seq i ie Seal i affi^ed hall be alid and deemed ha e been ealed and e^ea ed i h he a h i_K f he B a d n i h anding he ab ence f an_K , ch igna_e mechanical e d c i n a af e aid. The B a d ma_K b_K e l i n de e mine ha he affi^a i n f Seq i ie Seal n ce ifica e f ha e he ea i ie i , ed b_K he C m an_K be di_en ed i h be affi^ed b_K in ing he image f he Seq i ie Seal n , ch ce ifica e .

Seq i ie Seal

135. All che , e , _ mi y_K n e , d af , bill f e^change and he neg iable in , men , and all ecej f m ne_K aid he C m an_K hall be igne d a n, acce ed, end ed he i e e^ea ed, a he ca e ma_K be, in , ch manne a he B a d hall f m ime ime b_K e l i n de e mine. The C m an_K banking acc , n hall be ke i h , ch banke banke a he B a d hall f m ime ime de e mine.

Che , e and banking a angemen

136. (A) The B a d ma_K f m ime ime and a an_K ime, b_K e f a ne_K, nde he Seal, a _ in an_K c m an_K fi m _e n an_K fl c , a ing b d_K f _e n , he he n mina ed di ec i_K indi ec i_K b_K he B a d , be he a ne_K a ne_K f he C m an_K f , ch , _ e and i h , ch _ e , a h i ie and di ce i n (n e^ceeding h e e ed in e^e ci able b_K he B a d , nde he e B_Ke-La) and f , ch _ e i d and , bjec , ch c ndi i n a i ma_K hink fi , and an_K , ch _ e f a ne_K ma_K c n ain , ch _ i i n f he _ ec i n and c n enience f _e n dealing i h an_K , ch a ne_K a he B a d ma_K hink fi , and ma_K al a h i e an_K , ch a ne_K , b-delega e all an_K f he _ e , a h i ie and di ce i n e ed in him.

P e a _ in a ne_K

(B) The C m an_K ma_K b_K i ing , nde i Seal, em e an_K e n, ei he gene all_K in e _ ec f an_K _ ecified ma e , a i a ne_K e^ea e deed and in , men n i behalf and ene in c n ac and ign he ame n i behalf and e e_K deed igne d b_K , ch a ne_K n behalf f he C m an_K and , nde hi eal hall bind he C m an_K and ha e he ame effec a if i e e , nde he Seal.

E^ea i n f deed b_K a ne_K

137. The B a d ma_K e abli h an_K c mmi ee , egi nal l cal b a d agencie f managing an_K f he affai f he C m an_K ei he in he Rele an Te i y_K el e he e, and ma_K a _ in an_K _e n be membe f , ch c mmi ee , egi nal l cal b a d agencie and ma_K fi^ hei em ne a i n, and ma_K delega e an_K c mmi ee, egi nal l cal b a d agen an_K f he _ e , a h i ie and di ce i n e ed in he B a d (he han i _ e make call and f fei ha e), i h _ e , b-delega e, and ma_K a h i e he membe f an_K egi nal l cal b a d an_K f hem fill an_K

Regi nal l cal b a d

acancie he ein and ac n ih anding anK, ch acancie, and anK, ch a in men delega i n maK be, n, ch em and, bjec, ch c ndi i n a he B a d maK hink fi, and he B a d maK em e anK e n a in ed and maK ann l a, K anK, ch delega i n, b n e n dealing in g d fai h and ih, n ice f anK, ch ann l men a ia i n hall be affec ed he ebK

138. The B a d maK e abli h and main ain a e he e abli h men and main enance f anK c n ib, K n n-c n ib, K en i n, e ann a i n fi nd f he benefi f, gi e a e he gi ing f d na i n, g a i i e, en i n, all ance em l men, anK e n h a e e e a anK ime in he em l, K men e ice f he C m anK f anK c m anK hich i a, b idia, K f he C m anK, i allied a cia ed ih he C m anK ih anK, ch, b idia, K c m anK h a e e e a anK ime di ec ffice f he C m anK f anK, ch he c m anK a af e aid and he, e, id, id e, familie and de endan f anK, ch e n. The B a d maK al e abli h and, b idi e, b c ibe anK in i, i n, a cia i n, ch b fi nd cala la ed be f he benefi f ad ance he in e e and ell-being f he C m anK f anK, ch he c m anK a af e aid f anK, ch e n a af e aid, and maK make, a K men f a d he in, ance f anK, ch e n a af e aid, and, b c ibe g a an e e m neK f cha i able bene len bjec f anK e xhibi i n f anK, blic, gene al, efi l bjec. The B a d maK d anK f he ma e af e aid, ei he al ne in c nj nci n ih anK, ch he c m anK a af e aid. AnK Di ec h lding anK, ch em l, K men ffice hall be en i led a ici a e in and e ain f hi n benefi anK, ch d na i n, g a i, K en i n, all ance em l men.

AUTHENTICATION OF DOCUMENTS

139. AnK Di ec he Sec e a, K he a h i ed ffice f he C m anK hall ha e e a hen ica e anK d a men affec ing he c n i, i n f he C m anK and anK e l i n a ed bK he C m anK he Di ec anK c mmi ee, and anK b5 hallb5 hallb5 11.

CAPITALISATION OF RESERVES

140. (A) The Commission in general meeting may, on the recommendation of the Board, elect a committee of the Commission (including contributory members) and also including any other persons whom it may think fit to include, to inquire into the financial position of the Company and to report to the Commission on the results of its inquiry. The Board may also, on the recommendation of the Board, elect a committee of the Board (including contributory members) and also including any other persons whom it may think fit to include, to inquire into the financial position of the Company and to report to the Board on the results of its inquiry. The Board may also, on the recommendation of the Board, elect a committee of the Board (including contributory members) and also including any other persons whom it may think fit to include, to inquire into the financial position of the Company and to report to the Board on the results of its inquiry.

Part
of
the

(B) Where the Board has elected a committee of the Board to inquire into the financial position of the Company and to report to the Board on the results of its inquiry, the Board may, on the recommendation of the Board, elect a committee of the Board (including contributory members) and also including any other persons whom it may think fit to include, to inquire into the financial position of the Company and to report to the Board on the results of its inquiry.

Effect
of
the

DIVIDENDS, CONTRIBUTED SURPLUS AND RESERVES

141. The Company in general meeting may declare dividends in accordance with the provisions of the Memorandum of Association and the Articles of Association.

Dividend
declared

142. (A) The Board may, subject to the provisions of the Memorandum of Association and, in the case of a public company, if a meeting of the shareholders of the company has been called for the purpose of declaring dividends, the Board may, subject to the provisions of the Memorandum of Association, pay dividends in arrears to any shareholder who is entitled to receive dividends, and the Board may, subject to the provisions of the Memorandum of Association, pay dividends in arrears to any shareholder who is entitled to receive dividends, and the Board may, subject to the provisions of the Memorandum of Association, pay dividends in arrears to any shareholder who is entitled to receive dividends.

Dividend
in arrears

(B) The Board may, subject to the provisions of the Memorandum of Association, pay dividends in arrears to any shareholder who is entitled to receive dividends, and the Board may, subject to the provisions of the Memorandum of Association, pay dividends in arrears to any shareholder who is entitled to receive dividends.

143. (A) No dividend shall be declared until the directors have resolved that the company has sufficient funds to pay the dividend, and the directors may, subject to the provisions of the Memorandum of Association, pay dividends in arrears to any shareholder who is entitled to receive dividends.

Dividend
paid
to shareholder

(B) Subject to the provisions of the Memorandum of Association, the directors may, subject to the provisions of the Memorandum of Association, pay dividends in arrears to any shareholder who is entitled to receive dividends, and the directors may, subject to the provisions of the Memorandum of Association, pay dividends in arrears to any shareholder who is entitled to receive dividends.

(C) Subject to the provisions of the Memorandum of Association, the directors may, subject to the provisions of the Memorandum of Association, pay dividends in arrears to any shareholder who is entitled to receive dividends, and the directors may, subject to the provisions of the Memorandum of Association, pay dividends in arrears to any shareholder who is entitled to receive dividends.

(D) If, in the ini n f he B a d, an₁K di idend he di ib i n in e₁ ec f ha e an₁K he a Kmen be made h₁K he C m an₁K an₁K ha eh lde i f , ch a mall am , n a make a Kmen ha ha eh lde in he ele an o en₁K im ac icable , nd l K e^x en i e ei he f he C m an₁K he ha eh lde hen , ch di idend he di ib i n he a Kmen ma₁K a he di c ei n f he B a d, be₁ aid made in he o en₁K f he c , n l K f he ele an ha eh lde (a indica ed h₁K he add e f , ch ha eh lde n he egi e).

144. N ice f he decla ai n f an in e im di idend hall be gi en h₁K ad e i emen in he Rele an Te i l K and in , ch he e i l K e i ie a he B a d ma₁K de e mine and in , ch manne a he B a d hall de e mine.

N ice f
in e im
di idend

145. N di idend he m ne₁K a Kable n in e₁ ec f a ha e hall bea in e e a again he C m an₁K

N in e e
n di idend

146. W hene e he B a d he C m an₁K in gene al mee ing ha e l ed ha a di idend be a id decla ed, he B a d ma₁K fi he e l e ha , ch di idend be a i fied h l K in a h₁K he di ib i n f o ecific a e f an₁K kind and in a i o la f a id , ha e , deben , e a an , b c ibe f e o i ie f an₁K he c m an₁K in an₁K ne m e f , ch a K , i h i h , ffe ing an₁K igh ha eh lde elec ecei e , ch di idend in ca h, and he e an₁K diffio l K a i e in ega d he di ib i n he B a d ma₁K e le he ame a i hink e^x edien , and in a i o la ma₁K di ega d f ac i nal en i lemen , nd he ame , d n, and ma₁K fi^x he al e f di ib i n f , ch o ecific a e , an₁K a he e f, and ma₁K de e mine ha ca h a Kmen hall be made an₁K ha eh lde , n he f ing f he al e fi^x ed in de adj he igh f all a ie and ma₁K de e mine ha f ac i nal en i lemen hall be agg ega ed and ld and he benefi hall acc , e he C m an₁K a he han he ha eh lde c nce ned, and ma₁K e an₁K , ch o ecific a e in , ee a ma₁K eem e^x edien he B a d and ma₁K a in an₁K e n ign an₁K e , i i e in , men f an fe and he d o men n behalf f he e n eniled he di idend and , ch a in men hall be effec i e. W he e e , i i e, he B a d ma₁K a in an₁K e n ign a c n ac n behalf f he e n eniled he di idend and , ch a in men hall be effec i e. The B a d ma₁K e l e ha n , ch a e hall be made a ailable a id ha eh lde i h egi e ed add e e in an₁K a i o la e i l K e i ie being a e i l K e i ie he e, in he ab ence f a egi ai n a emen he o ecial f mali e , hi , ld migh , in he ini n f he B a d, be , nla fil im ac icable and in , ch e en he n₁K en i lemen f he ha eh lde af e aid hall be ecei e ca h a Kmen a af e aid. Sha eh lde affec ed a a e l f he f e g ing en ence hall n be be deemed be a e a e cla f ha eh lde f an₁K , e ha e e .

Di idend in
ecie

147. (A) When the Board of the Commission in general meeting has elected a diidend beneficiary, the Board of the Commission shall be obliged to:

Sc i
di idend

ei he

i) which diidend beneficiary in accordance with the provisions of the articles of association shall be determined by the Board of the Commission, which shall be held by the all shareholders of the company (including the shareholders of the company) in a general meeting of the company.

a) the Board of the Commission shall be determined by the Board;

b) the Board, after determining the beneficiaries of all shares, shall give notice in writing to the shareholders of the company of the election and the amount of the dividend and the place and time of the dividend payment to be effected in accordance with the provisions of the articles of association;

c) the election of the beneficiaries of the dividend shall be made by the shareholders of the company in a general meeting of the company; and

d) the diidend (including the diidend beneficiary) shall be determined by the shareholders of the company in a general meeting of the company (including the shareholders of the company) and in accordance with the provisions of the articles of association (including the provisions of the articles of association relating to the election of the beneficiaries of the dividend) and the Board of the Commission shall be obliged to determine the amount of the dividend to be paid to the beneficiaries of the dividend and the place and time of the dividend payment to be effected in accordance with the provisions of the articles of association (including the provisions of the articles of association relating to the election of the beneficiaries of the dividend) and the Board of the Commission shall be obliged to determine the amount of the dividend to be paid to the beneficiaries of the dividend and the place and time of the dividend payment to be effected in accordance with the provisions of the articles of association (including the provisions of the articles of association relating to the election of the beneficiaries of the dividend).

ii) ha ha eh lde en i led , ch di idend ill be en i led elec ecei e an all men f ha e c edi ed a fi ll aid , in lia f he h le , ch a f he di idend a he Di ec maK hink fi n he ba i ha he ha e all ed hall be f he ame cla cla e a he cla cla e f ha e al eadK held bK he all ee. In , ch ca e, he f ll ing i i n hall a K

a) he ba i f anK , ch all men hall be de e mined bK he B a d;

b) he B a d, af e de e mining he ba i f all men , hall gi e n le han eek ' n ice in i ing he ha eh lde f he igh f elec i n acc ded hem and hall end i h , ch n ice f m f elec i n and ecifK he ced e be f ll ed and he lace a hich and he la e da e and ime bK hich d K c m le ed f m f elec i n m be l dged in de be effec i e;

c) he igh f elec i n maK be e^xeci ed in e ec f he h le a f ha i n f he di idend in e ec f hich he igh f elec i n ha been acc ded; and

d) he di idend (ha a f he di idend in e ec f hich a igh f elec i n ha been acc ded) hall n be aKable n ha e in e ec he e f he ha e elec i n ha been d K e^xeci ed (he elec ed ha e →) and in lia he e f ha e hall be all ed c edi ed a fi ll aid , he h lde f he elec ed ha e n he ba i f all men de e mined a af e aid and f , ch , e he B a d hall ca i ali e and a K , f anK a f he , ndi ided , fi f he C m anK anK a f anK f he C m anK e e e acc , n (incl ding anK ecial acc , n , c n ib ed , l acc , n , ha e emi m acc , n and ca i al edem i n e e e fi nd (if he e be anK , ch e e e)) a he B a d maK de e mine a , m e , al he agg ega e n minal am , n f he ha e be all ed n , ch ba i and a K he ame in aKing , in fi ll he a , ia e n mbe f ha e f all men and di ib i n and am ng he h lde f he elec ed ha e n , ch ba i .

(B) The ha e all ed , an he i i n f a ag a h (A) f hi BKe-La hall ank *pari pa* in all e ec i h he ha e hen in i , e a e nK a ega d a ici a i n:

i) in he ele an di idend (he igh ecei e elec ecei e an all men f ha e in lia he e f a af e aid);

c n i , i n g h e e e e e e e e a a e d i n c f m a n K h e i n e m e n f h e
 C m a n K T h e B a d m a K a l i h , l a c i n g h e a m e e e e c a , K f a d a n K
 f i h i c h i m a K h i n k , i d e n n d i i b e h K a K f d i i d e n d .

149. U n l e a n d h e e^x e n h a h e i g h a a c h e d a n K h a e h e e m f i , e h e e f
 h e i e , i d e , a l l d i i d e n d h a l l (a e g a d a n K h a e n f i l l K a i d h i g h , h e
 e i d i n e , e c f h i c h h e d i i d e n d i a i d) b e a i n e d a n d a i d a a a c c d i n g
 h e a m , n a i d c e d i e d a a i d , n h e h a e d i n g a n K i n i n f
 h e e i d i n e , e c f h i c h h e d i i d e n d i a i d . F h e , e f h i B , K e - L a n
 a m , n a i d n a h a e i n a d a n c e f c a l l h a l l b e e a e d a a i d n h e h a e .

D i i d e n d
 b e a i d i n
 i n
 a i d ,
 c a i a l

150. (A) T h e B a d m a K e a i n a n K d i i d e n d h e m n e K a K a b l e n i n e , e c f a
 h a e , n h i c h h e C m a n K h a a l i e n , a n d m a K a l l K h e a m e i n a d
 a i f a c i n f h e d e b , l i a b i l i e e n g a g e m e n i n e , e c f h i c h h e l i e n e^x i .

R e e n i n f
 d i i d e n d
 e c .

(B) T h e B a d m a K d e d c f m a n K d i i d e n d b n a K a b l e a n K h a e h l d e a l l
 i m f m n e K (i f a n K) e e n l K a K a b l e h K h i m h e C m a n K n a c c i n f c a l l ,
 i n a l m e n h e i e .

D e d c i n f
 d e b

151. A n K g e n e a l m e e i n g a n c i n i n g a d i i d e n d m a K m a k e a c a l l n h e h a e h l d e f i c h
 a m , n a h e m e e i n g f i^x e , b h a h e c a l l n e a c h h a e h l d e h a l l n e^x c e e d h e
 d i i d e n d a K a b l e h i m , a n d h a h e c a l l h a l l b e m a d e a K a b l e a h e a m e i m e a h e
 d i i d e n d , a n d h e d i i d e n d m a K i f a a n g e d b e e n h e C m a n K a n d h e h a e h l d e ,
 b e e f f a g a i n h e c a l l .

D i i d e n d a n d
 c a l l g e h e

152. A a n f e f h a e h a l l n a h e i g h a n K d i i d e n d b n d e c l a e d h e e n
 b e f e h e e g i a i n f h e a n f e .

E f f e c f
 a n f e

153. I f m e e n a e e g i e e d a j i n h l d e f a n K h a e , a n K n e f i c h e n
 m a K g i e e f f e c i a l e c e j f a n K d i i d e n d , i n e i m d i i d e n d b n e a n d h e
 m n e K a K a b l e i n e , e c f i c h h a e .

R e c e j f
 d i i d e n d h K
 j i n h l d e
 f h a e

154. U n l e h e i e d i e c e d h K h e B a d , a n K d i i d e n d b n m a K b e a i d h K c h e , e
 a a n e n h i g h h e h e e g i e e d a d d e f h e h a e h l d e e n i l e d , i n
 c a e f j i n h l d e , h e e g i e e d a d d e f h a n e h e n a m e a n d f i i n h e
 e g i e i n e , e c f h e j i n h l d i n g i c h e n a n d i c h a d d e a h e h l d e
 j i n h l d e m a K i n i n g d i e c . E e K c h e , e a a n e n h a l l b e m a d e
 a K a b l e h e d e f h e e n h m i i e n , a n d h e a K m e n f a n K i c h c h e , e
 a a n h a l l e a e a a g d d i c h a g e h e C m a n K i n e , e c f h e d i i d e n d
 a n d / b n e e e n e d h e e h K n i h a n d i n g h a i m a K i b e , e n l K a e a h a h e
 a m e h a b e e n l e n h a a n K e n d e m e n h e e n h a b e e n f g e d .

P a K m e n h K

155. All dividends b n e , n claimed f ne , Kea afe ha ing been decla ed maK be in e ed he i e made , e f hK he B a d f he benefi f he C m anK , n il claimed and he C m anK hall n be c n i , ed a , ee in e , ec he e f. All dividends b n e , n claimed f i , Kea afe ha ing been decla ed, , bjec c m liance i h he , le f anK ele an ck e xchange and he , le and eg la i n f anK he c m e en eg la , Ka h i , K , i ch h e , e i d a maK be de e mined hK he B a d, maK be f fei ed hK he B a d and hall e e he C m anK

Unclaimed
dividend

156. AnK e l i n decla ing a dividend n ha e f anK cla , he he a e l i n f he C m anK in gene al mee ing a e l i n f he Di ec , maK , ecifK ha he ame hall be , aKable made he , e n egi e ed a he h lde f , i ch ha e a he cl e f b i ne n a , a i a la da e, n i h anding ha i maK be a da e , i ha n hich he e l i n i , a ed, and he a , n he dividend he di i b i n hall be , aKable made hem in acc dance i h hei e , ec i e h lding egi e ed, b i h , , e j dice he igh i ne e in e , ec f , i ch dividend he di i b i n be e n he an fe and an fe ee f anK , i ch ha e . The , i i n f hi B , Ke-La hall r a i r a n d i a , i K b n e , ca i a l i a n i , e , di i b i n f e a l i e d ca i a l , fi ffe g an made hK he C m anK he ha eh lde .

Rec d da e

DISTRIBUTION OF REALISED CAPITAL PROFITS

157. The C m anK in gene al mee ing maK a anK ime and f m ime ime e l e ha anK , i , l m neK in he hand f he C m anK e e ening ca i a l , fi a i ing f m m neK ecei ed ec e ed in e , ec f a i ing f m he e a l i a i n f anK ca i a l a e f he C m anK anK in e men e e ening he ame and n e , i ed f he , aKmen , i i n f anK fi x ed , efe enial dividend in ead f being a , l i e d in he , i ch a e f anK he ca i a l a e f he ca i a l , , e be di i b ed am ng he dina , K ha eh lde n he f ing ha h e K ecei e he ame a ca i a l and in he ha e and , i n i n hich h e K , l d ha e been en i l e d ecei e he ame if i had been di i b ed hK aK f dividend, , i d e d ha n , i ch , fi a a f e aid hall be di i b ed , n l e he e hall emain in he hand f he C m anK a , i f f i c i e n c y K f he a e an e in fi ll he h l e f he liabili e and , aid , ha e ca i a l f he C m anK f he ime being.

Di i b i n
f e a l i e d
ca i a l
fi

ANNUAL RETURNS

158. The B a d hall make ca e be made , ch ann al he e , n filing a maK be e , i ed be made in acc dance i h he S a , e .

Ann al
Ret n

ACCOUNTS

159. The Board shall cause the accounts to be kept for the financial year received and expended by the Company and the matters in respect of which receipts and expenditure take place; and for the expenses, credits and liabilities of the Company and for all the matters required by the Share Certificate and for the fair view of the affairs and conduct and explanation of the same.
160. The books of account shall be kept at the Head Office at which the place of the Board and the books shall be kept in the office of the Director appointed for the purpose at the Share Office.
161. Notwithstanding (not being a Director) the person shall have authority in respect of the accounts books and documents of the Company to execute and confirm the Share Certificate and to do all such things as may be necessary for the Board of the Company in general meeting.
162. (A) The Board shall from time to time cause to be prepared and laid before the Company a balance sheet and a profit and loss account, balance sheet, gross profit account (if any) and other accounts required by the Share Certificate.
- (B) Subject to the provisions of the Articles of Association and a certificate of the Director and a certificate of the balance sheet (including the documents required by the law to be examined and certified by the auditor) and the profit and loss account which shall be laid before the Company at the annual general meeting, together with a certificate of the Director and a certificate of the Auditor, shall not be liable to be audited before the date of the meeting by the person who is the holder of the shares, and the holder of the shares of the Company and the person who is the holder of the shares of the Company shall be entitled to receive notice of general meeting of the Company, and the provisions of the Companies Act shall apply to the Board of the Company as if the Board of the Company were a company limited by shares and the provisions of the Companies Act shall apply to the Board of the Company as if the Board of the Company were a company limited by shares and the provisions of the Companies Act shall apply to the Board of the Company as if the Board of the Company were a company limited by shares.
- (C) The Company may from time to time cause to be prepared and laid before the Company a balance sheet and a profit and loss account, balance sheet, gross profit account (if any) and other accounts required by the Share Certificate.

n ice inf ming he ha eh lde h n i f k he C m an k ha he elec ecei e he fi ll financial a emen . The , mma i ed financial a emen , n ice and a di ' e m be en n le han en , k ne da k bef e he gene al mee ing h e ha eh lde ha c n en ed and elec ed ecei e he , mma i ed financial a emen .

(D) S bjec Sec i n 88 f he C m anie Ac , he C m an k hall end he fi ll financial a emen a ha eh lde i hin e en da k f ecei f he ha eh lde ' elec i n ecei e he fi ll financial a emen .

AUDITORS

A. endi 3,
a a 17

163. (A) A di hall be a in ed and he e m and en e f , ch a in men and hei d i e a all ime eg la ed in acc dance i h he i i n f he C m anie Ac .

A. in men
and em al
f A di

(B) The C m an k hall a each ann al gene al mee ing, h k O dina k Re l i n, a in ne m e fi m f a di h ld ffice, n il he c ncl i n f he ne x ann al gene al mee ing, b if an a in men i n made, he A di in ffice hall c n in e in ffice, n il a i cce i a in ed. A Di ec , ffice em l k ee f he C m an k f an k f i , b idia ie a a ne , ffice em l k ee f an k , ch Di ec , ffice em l k ee hall n be ca able f being a in ed A di f he C m an k N e n ma k be a in ed a he, an, A di , i nle he i inde enden f he C m an k The B a d ma k fill an k ca al acan k in he ffice f A di , b hile an k , ch acan k c n in e he , i ing c n in ing A di (if an k) ma k ac and he em ne a i n f he A di a in ed fill an k ca al acan k ma k be fi x ed h k he B a d. S bjec he e , i emen f he ele an ck e x change and he e B ke-La , an a di a in ed, nde hi B ke-La fill an k ca al acan k hall h ld ffice, n il he ne x f ll ing ann al gene al mee ing f he C m an k and , ch a in men hall be a ed h k he ha eh lde and a , ch em ne a i n be de e mined in acc dance i h hi B ke-La 163(B) and he Li ing R le . S bjec a he i e ided h k he C m anie Ac , he em ne a i n f he A di hall be fi x ed h k n he a h i k f he C m an k in he ann al gene al mee ing h k O dina k Re l i n, e x ce ha in an k , a i o la k ea he C m an k in gene al mee ing ma k delega e he fi x ing f , ch em ne a i n he B a d.

(C) The ha eh lde ma k a an k gene al mee ing, c n en ed and held in acc dance i h he e B ke-La , em e he a di h k a e l i n a ed h k a lea - hi d f he e ca h k , ch ha eh lde a , being en i led d , e in e n , h k d k a h i ed c a e e e en a i e , he e x i e a e all ed, h k x k a a gene al mee ing a an k ime bef e he e x i a i n f hi e m f ffice.

164. The A₁ di hall ha e a igh f acce a all ime he b k and acc i n and i che f he C m an₁K and hall be en i led e₁ i e f m he Di ec and f fice f he C m an₁K i ch inf ma i n a ma₁K be nece a₁K f he e f mance f hi hei d i e , and he A₁ di hall make a e he ha eh lde n he acc i n e^xamined b₁K hem and n e e₁K balance hee , c n lida ed balance hee and c n lida ed fi and l acc i n in ended be laid bef e he C m an₁K in he ann al gene al mee ing d ing hei en e f f fice a e₁ i ed b₁K he S a₁ e .

A₁ di
ha e igh f
acce
b k and
acc i n

165. A e n he han he e i ing A₁ di hall n be ca able f being a in ed A₁ di a an ann al gene al mee ing i nle n ice f an in en i n n mina e ha e n he f fice f A₁ di ha been gi en he C m an₁K n le han f i een da₁K bef e he ann al gene al mee ing, and he C m an₁K hall end a c₁K f an₁K i ch n ice he e i ing A₁ di and hall gi en ice he e f he ha eh lde n le han e en da₁K bef e he ann al gene al mee ing ided ha he ab e e₁ i emen ma₁K be ai ed b₁K n ice in i ing b₁K he e i ing A₁ di he Sec e a₁K ided ha if a f e a n ice f he in en i n n mina e A₁ di ha been gi en an ann al gene al mee ing i called f a da e f i een da₁K le a f e ha n ice ha been gi en, he n ice, h i gh n gi en i hin he ime e₁ i ed b₁K hi B₁Ke-La , hall be deemed ha e been e₁ K gi en f he e e he e f, and he n ice be en gi en b₁K he C m an₁K ma₁K in ead f being en gi en i hin he ime e₁ i ed b₁K hi i i n be en gi en a he ame ime a he n ice f he ann al gene al mee ing.

A₁ in men
f a di
he han
e i ing
a di

166. S i bjec he i i n f he C m anie Ac , all ac d ne b₁K an₁K e n ac ing a A₁ di hall, a ega d all e n dealing in g d fai h i h he C m an₁K be alid, n i h anding ha he e a me defec in hei a in men ha he₁K e e a he ime f hei a in men n i alified f a in men i b e₁ en i₁K became di i alified.

Defec f
a in men

NOTICES

167. (A) (1) E^xce he e he i e e^x e i₁K a ed, an₁K n ice d a men be gi en b₁K an₁K e n i i an he e B₁Ke-la hall be in i ing , he e^x en e mi ed b₁K he S a₁ e and an₁K a llicable i le e c i bed b₁K The S ck E^xchange f H ng K ng Limi ed f m ime ime and i bjec hi B₁Ke-la , c n ained in an elec nic c mm nica i n. A n ice calling a mee ing f he Di ec need n be in i ing.

Se ice f
n ice

(2) An₁K n ice d a men be gi en b₁K an₁K e n i i an he e B₁Ke-la ma₁K be e ed n deli e ed an₁K ha eh lde f he C m an₁K ei he e nal i₁K b₁K ending i h i gh he in a e aid en el e a e add e ed i ch ha eh lde a hi egi e ed add e a e a ing in he egi e b₁Klea ing i a ha add e add e ed he ha eh lde b₁K an₁K he mean a h i ed in i ing b₁K he ha eh lde c nce ned (he han ha e ce ifica e) b₁K i bli hing i b₁K a₁K f ad e i emen in a lea ne Engli h lang age ne e a e and ne Chine e lang age ne e a e ci a la ing

deemed be ha e been gi en n he daK f ll ing ha n hich he elec nic
 c mm nica i n a en bK n behalf f he C m anK AnK n ice d a men e ed
 deli e ed bK he C m anK bK anK he mean a h i ed in i ing bK he ha eh lde
 c nce ned hall be deemed ha e been e ed hen he C m anK ha ca ied , he
 ac i n i ha been a h i ed ake f ha , e. AnK n ice he d a men
 , bli hed bK aK f ad e i emen in he Ne a e in an a , in ed ne a e
 ed n a eb i e hall be deemed ha e been e ed deli e ed n he daKi a
 , bli hed ed.

170. A n ice maK be gi en bK he C m anK he e n en i led a ha e in c n e , ence f
 he dea h, men al di de bank , cK f a ha eh lde bK ending i h , gh he in
 a e aid en el e a e add e ed him bK name, bK he i le f e e en a i e
 f he decea ed, i ee f he bank , , bK anK like de c i i n, a he add e , if anK
 , lied f he , e bK he e n claiming be en i led, (n il , ch an add e
 ha been , lied) bK gi ing he n ice in anK manne in hich he ame migh ha e
 been gi en if he dea h, men al di de bank , cK had n ca ed.

Se ice f
 n ice
 e n
 en i led n
 dea h, men al
 di de
 bank , cK

171. AnK e n h bK e a i n f la , an fe he mean ha e e hall bec me
 en i led anK ha e hall be b , nd bK e e , K n ice in e ec f , ch ha e hich i
 hi name and add e being en e ed n he egi e hall ha e been d , K gi en he e n
 f m h m he de i e hi i le , ch ha e.

T an fe ee
 be b , nd bK
 i n ice

172. AnK n ice d a men deli e ed en bK , lef a he egi e ed add e f,
 anK ha eh lde in , i ance f he e e en , hall n i h anding ha , ch ha eh lde
 be hen decea ed bank , and he he n he C m anK ha n ice f hi dea h
 bank , cK be deemed ha e been d , K e ed in e ec f anK egi e ed ha e he he
 held le , K j in , K i h he e n bK , ch ha eh lde , n il me he e n be
 egi e ed in hi ead a he h lde j in h lde he e f, and , ch e ice hall f all
 , e f he e e en be deemed a , fficien e ice f , ch n ice d a men n hi
 e nal e e en a i e and all e n (if anK) j in , K in e e ed i h him in anK , ch
 ha e .

N ice alid
 h , gh
 ha eh lde
 decea ed,
 bank ,

173. The igna e anK n ice be gi en bK he C m anK maK be i en , in ed.

H n ice
 be igne d

INFORMATION

174. N ha eh lde (n being a Di ec) hall be en i led e , i e di c e , K f anK
 inf ma i n e ec ing anK de ail f he C m anK ading anK ma e hich i maK
 be in he na , e f a ade ec e , mK e , K f ade ec e ce hich maK ela e he
 c nd c f he b ine f he C m anK hich in he , ini n f he B a d i ill be
 in e , edien in he in e e f he ha eh lde f he C m anK c mm nica e he
 , blic.

Sha eh lde
 n en i led
 inf ma i n

WINDING UP

175. A e l i n h a h e C m a n K b e i n d i b K h e C i b e i n d i l n a i l K h a l l b e a S e c i a l R e l i n . M d e f i n d i n g i
176. I f h e C m a n K h a l l b e i n d i , h e i l a e e m a i n i n g a f e a K m e n a l l c e d i h a l l b e d i d e d a m n g h e h a e h l d e i n i n h e c a i a l a i d i n h e h a e h e l d b K h e m e e c i e l K a n d i f i c h i l a e h a l l b e i n i f f i c i e n e a K h e h l e f h e a i d i c a i a l h e h a l l b e d i i b e d i b j e c h e i g h f a n K h a e h i c h m a K b e i i e d n e c i a l e m a n d c n d i i n , h a , a n e a l K a m a K b e h e l e h a l l b e b n e b K h e h a e h l d e i n i n h e c a i a l a i d i n h e h a e h e l d b K h e m e e c i e l K D i i b i n f a e i n d i n g i
177. I f h e C m a n K h a l l b e i n d i (h e h e h e l i i d a i n i l n a K d e e d b K h e C i) h e l i i d a m a K i h h e a n c i n f a S e c i a l R e l i n , d i d e a m n g h e h a e h l d e i n e c i e k i n d h e h l e a n K a f h e a e f h e C m a n K h e h e h a e h a l l c n i f e e K f n e k i n d h a l l c n i f e i e f d i f f e e n k i n d a n d h e l i i d a m a K f i c h i e e e i c h a l e a h e d e e m f a i n a n K n e m e c l a c l a e f e e K b e d i d e d a a f e a i d a n d m a K d e e m i n e h i c h d i i n h a l l b e c a i e d i a b e e n h e h a e h l d e d i f f e e n c l a e f h a e h l d e a n d h e h a e h l d e i h i n e a c h c l a . T h e l i i d a m a K i h h e l i k e a n c i n e a n K a f h e a e i n i e e i n i c h i f h e b e n e f i f h a e h l d e a h e l i i d a i h h e l i k e a n c i n h a l l h i n k f i b h a n h a e h l d e h a l l b e c m e l l e d a c c e a n K h a e h e a e i n h i c h h e e i a l i a b i l i K A e m a K b e d i i b e d i n e c i e

INDEMNITY

178. S a e a n d e x c e f a a h e i i n f h i B K e - L a h a l l b e a i d e d b K a n K i i n f h e S a e , h e D i e c , M a n a g i n g D i e c , a l e n a e D i e c , A d i , S e c e a K a n d h e f f i c e f h e i m e b e i n g f h e C m a n K a n d h e i e e (i f a n K) f h e i m e b e i n g a c i n g i n e l a i n a n K f h e a f f a i f h e C m a n K a n d h e i e e c i e e x e a a d m i n i a , h a l l b e i n d e m n i f i e d a n d e a d h a m l e i f h e a e f h e C m a n K f m a n d a g a i n a l l a c i n , c , c h a g e , l e , d a m a g e a n d e x e n e h i c h h e K a n K f h e m , h e i a n K f h e i e x e a a d m i n i a , h a l l m a K i n a i n b K e a n f a n K a c d n e , c n o e d i n m i e d i n a b i h e e x e a i n f h e i d K i e d d K i n h e i e e c i e f f i c e i , e x c e i c h (i f a n K) a h e K h a l l i n a i n h i g h h e i n i l f i l n e g l e c d e f a l f a d a n d d i h n e K e e c i e l K a n d n n e f h e m h a l l b e a n e a b l e f h e a c e c e j n e g l e c d e f a l f a n K h e f h e m , f j i n i n g i n a n K e c e i f h e a k e f c n f m i K f a n K b a n k e h e e n i h h m a n K m n e K e f f e c f h e C m a n K h a l l b e l d g e d d e i e d f a f e a d K f h e i n i f f i c i e n c K d e f i c i e n c K f a n K e a i K i n h i c h a n K m n e K f h e C m a n K h a l l b e l a c e d i I n d e m n i K

in e ed, f anK he l , mi f , ne damage hich maKha en in he e^xea i n f hei e ec i e ffice , , in elai n he e , e^xce a he ame hall ha en hK h , gh hei n ilfi l neglec defa l , fa d and di h ne ,K e ec i eK

UNTRACEABLE SHAREHOLDERS

179. Wi h , e j dice he igh f he C m anK, nde BKe-La 155 and he i i n f BKe-La 180, he C m anK maK cea e ending , ch che, e f di idend en i lemen di idend a an hK if , ch che, e a an ha e been lef , nca hed n c n ea i e cca i n . H e e , he C m anK maK e^xce i e he e cea e ending che, e f di idend en i lemen di idend a an afe he fi cca i n n hich , ch a che, e a an i e, ned, ndeli e ed.

C m anK
cea e
ending
di idend
a an e c.

180. The C m anK hall ha e he e ell, in , ch manne a he B a d hink fi , anK ha e fa ha eh lde h i , n aceable, b n , ch ale hall be made, nle :

C m anK
maK
ell ha e f
, n aceable
ha eh lde

i) all che, e a an , being n le han h ee in al n mbe , f anK , m aKable in ca h he h lde f , ch ha e in e ec f hem en d ing he ele an e i d in he manne a h i ed hK he BKe-La f he C m anK ha e emained, nca hed;

ii) fa a i i a a e a he end f he ele an e i d, he C m anK ha n a anK ime d ing he ele an e i d ecei ed anK indica i n f he e^xi ence f he ha eh lde h i he h lde f , ch ha e fa e n eniled , ch ha e hK dea h, bank , gK e a i n fla ;

iii) he C m anK ha ca ed an ad e i emen be in e ed in he Ne a e f i in en i n ell , ch ha e and a e i d f he e m n h ha el a ed ince he da e f , ch ad e i emen ; and

i) he C m anK ha n ified he ck e^xchange in he Rele an Te i ,K fi in en i n effec , ch ale.

F he , e f he f eg ing, e le an e i d mean he e i d c mmencing el e ,Kea bef e he da e f , blica i n f he ad e i emen efe ed in a ag a h (iii) f hi BKe-La and ending a he e^x iK f he e i d efe ed in ha a ag a h.

T gi e effec anK , ch ale he B a d maK a h i e anK e n an fe he aid ha e and he in , men f an fe igned he i e e^xea ed hK n behalf f , ch e n hall be a effec i e a if i had been e^xea ed hK he egi e ed h lde he e n eniled hK an mi i n , ch ha e , and he , cha e hall n be b , nd ee he a lica i n f he , cha e m n gK n hall hi ile he ha e be affec ed hK anK i eg la iK in alidiK in he ceeding el a ing he ale. The ne ceed f he ale ill bel ng he C m anK and , n ecej hK he C m anK f , ch ceed i hall bec me indeb ed he f me ha eh lde f an am , n e , al , ch ne ceed . N , hall be cea ed in e ec f , ch deb and n in e e hall be aKable in e ec f

and the Commission shall not be entitled to act in force of any measure taken from the
proceedings which may be employed in the course of the Commission's activities. Any
agreement which the Bank-Land shall be valid and effective in the event of the death of
the holder of the said bank, the agreement shall be valid and effective in the event of the
incapacity of the

DESTRUCTION OF DOCUMENTS

181. Subject to the Commission's Act, the Commission may delete the

RESIDENT REPRESENTATIVE

182. Pursuant to the provisions of the Sale, the Board shall, following the Commission's determination, have authority to make such provisions in Bermuda, and in a Resident Representative defined in the Sale, on its behalf in Bermuda and to maintain all records and make all necessary filings with the Ministry of Finance and Registrar of Companies in Bermuda as may be required by the Sale and to file with the relevant authorities fees for the Resident Representative's services in Bermuda.

Resident Representative

MAINTENANCE OF RECORDS

183. The Commission shall keep a file for the Resident Representative, in accordance with the provisions of the Sale, as follows:

Maintenance of records

- i) minutes of all proceedings of general meetings of the Commission;
- ii) all financial statements filed by or on behalf of the Commission, and the Company Accounts in the Auditor's report thereon;
- iii) all records of accounts filed by Section 83 of the Company Act be kept in Bermuda; and
- iv) all documents may be filed in order to provide evidence of the continued listing of the Commission on an exchange in the meaning of the Company Act.

SUBSCRIPTION RIGHT RESERVE

184. (A) Subject to the Sale if, following the high achieving and announced by the Commission, the Commission shall remain exercisable, the Commission and any other person engaged in any transaction which, as a result of any adjustment to the subscription price in accordance with the provisions applicable, and the emendation of the plan, would reduce the subscription price below the allocated value, then the following shall apply:

Subscription price

- i) as from the date of each transaction the Commission shall establish and the effect (subject as provided in the Bye-Laws) maintain in accordance with the provisions of the Bye-Laws a reserve (the Subscription Right Reserve) the amount of which shall at no time be less than the amount of the time being held by or on behalf of the Commission and applied in full in the minimal amount of the additional value added by or on behalf of the Commission and all added value added by or on behalf of the Commission (iii) be maintained in full of all the

... b c i i n i g h ... anding and hall a ... he S b c i i n R i g h R e e e i n ... King, ... in f i l l , c h d i f f e r e n c e i n e , e c f , c h a d d i i n a l h a e a a n d h e n h e a m e a e a l l e d ;

ii) he S b c i i n R i g h R e e e h a l l n b e , e d f a n K , ... e h e h a n h a ... ecified a b e , n l e a l l h e e e e f h e C m a n K (h e h a n h e h a e ... e m i m a c c , n a n d c a i a l e d e m i n e e e f i n d) h a e b e e n , e d a n d i l l ... n K b e , e d m a k e g d l e f h e C m a n K i f a n d f a a i e , i e d h K l a ;

iii) i n h e e x e c i e f a l l a n K f h e , b c i i n i g h e e e n e d h K a n K a a n , h e e l e a n , b c i i n i g h h a l l b e e x e c i a b l e i n e , e c f a n m i n a l a m , n f h a e e , a l h e a m , n i n c a h h i c h h e h l d e f , c h a a n i e , i e d a n e x e c i e f h e , b c i i n i g h e e e n e d h e e b K (, a h e c a e m a K b e h e e l e a n i n h e e f i n h e e e n f a a i a l e x e c i e f h e , b c i i n i g h) a n d , i n a d d i i n , h e e h a l l b e a l l e d i n e , e c f , c h , b c i i n i g h h e e x e c i i n g a a n h l d e , c e d i e d a f i l l K a i d , c h a d d i i n a l n m i n a l a m , n f h a e a i e , a l h e d i f f e r e n c e b e e e n :

a) h e a i d a m , n i n c a h h i c h h e h l d e f , c h a a n i e , i e d a n e x e c i e f h e , b c i i n i g h e e e n e d h e e b K (, a h e c a e m a K b e h e e l e a n i n h e e f i n h e e e n f a a i a l e x e c i e f h e , b c i i n i g h) ; a n d

b) h e n m i n a l a m , n f h a e i n e , e c f h i c h , c h , b c i i n i g h i l d h a e b e e n e x e c i a b l e h a i n g e g a d h e i i n f h e c n d i i n f h e a a n , h a d i b e e n i b l e f , c h , b c i i n i g h e e e n h e i g h , b c i b e f h a e a l e h a n a ;

a n d i m m e d i a e l K , i n , c h e x e c i e m c h f h e , m a n d i n g h e c e d i f h e S b c i i n R i g h R e e e a i e , i e d a n K , i n f i l l , c h a d d i i n a l n m i n a l a m , n f h a e h a l l b e c a i a l i e d a n d a l i e d i n a K i n f i l l , c h a d d i i n a l n m i n a l a m , n f h a e h i c h h a l l f h i h b e a l l e d c e d i e d a f i l l K a i d h e e x e c i i n g a a n h l d e ; a n d

i) i f i n h e e x e c i e f h e , b c i i n i g h e e e n e d h K a n K a a n h e a m , n a n d i n g h e c e d i f h e S b c i i n R i g h R e e e i n i f f i c i e n a K , i n f i l l , c h a d d i i n a l n m i n a l a m , n f h a e e , a l , c h d i f f e r e n c e a a f e a i d h i c h h e e x e c i i n g a a n h l d e i e n i l e d , h e B a d h a l l a l K a n K f i e e e h e n h e e a f e b e c m i n g a a i l a b l e (i n c l d i n g , h e e x e n e m i e d h K l a i j 1 5 g a c c , h a e

aid have of the Commission in it. Pending such a decision, and all men, the exercising of an hold shall be decided by the Commission in a

