

Note: his 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 Bye-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:-

The block contains several handwritten signatures in blue ink. On the left side, there are three distinct signatures. In the center, there are two more signatures, one of which appears to be a name in parentheses. On the right side, there are two signatures, one of which is a name in parentheses. The signatures are written over horizontal lines.

.....(Subscribers).....

.....(Witnesses).....

day of November 2004

Subscribed this

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)

- (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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BYE-LAWS

OF

Man Wah Holdings Limited

(Incorporated in Bermuda with limited liability)

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

PRELIMINARY

1. (A) The marginal note of the Bye-Laws shall not be deemed to be a part of the Bye-Laws and shall not affect their interpretation and, in the interpretation of the Bye-Laws, unless the context requires otherwise, the following definitions shall have the following meanings:
- “add-on” shall have the meaning given to it and shall include any facility, electronic or otherwise, added to the service of any communication and the Bye-Laws;
- “addressed to” shall have the meaning as defined in the Companies Act;
- “action” shall have the meaning attributed to it in the Listing Rules from time to time;
- “Admiral” shall mean the person for the time being performing the duties of the office;
- “Bermuda” shall mean the Island of Bermuda;
- “the Board” shall mean the board of directors of the Company acting from time to time (whether or not a meeting of the Board is held) and including a meeting of the Directors at which a quorum is present;
- “the Bye-Laws” and “these” shall mean the Bye-Laws in their present form and all amendments thereto made by the Bye-Laws for the time being in force;
- “call” shall include any invitation to a call;

ca. i. al	hall mean the ha e ca. i. al f m ime t ime f the C m an
the Chai man	hall mean the Chai man e iding a an mee. ing f ha eh lde f the B a d;
Clea ing H e	hall mean a ec gni ed clea ing h e i hin the meaning f the Sec i. ie and F t e O dinance (Cha e 571 f the La f H ng K ng) a clea ing h e a h i ed ha e de. i t ec gni ed b the la f the j i dic. i n in hich the ha e f the C m an a e li ed ed n a t ck e change in ch j i dic. i n;
the C m. anie Ac	hall mean the C m. anie Ac 1981 f Be m da a ma f m ime t ime be amended;
C m. anie O dinance	hall mean the C m. anie O dinance, Ca. 622 f the la f H ng K ng a amended f m ime t ime;
the C m. an hi C m. an	hall mean Man Wah H lding Limi ed inc a ed in Be m da n 4 N embe 2004;
c a e e e en. a. i e	mean an e n a in ed ac in ha ca aci an B e-la 87;
Di ec	mean a di ec f the C m an
di idend	hall incl de c i di idend , di ib i n in ecie in kind, ca. i. al di ib i n and ca. i. ali a. i n i e , if n t inc n i en i h the bjec c n e t;
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all financial statements

shall mean the financial statements that are
enacted under section 87(1) of the Companies
Act and may be amended from time to time;

Head Office

shall mean the office of the Company at the
Director's office from time to time determined
by the Principal Office of the Company;

HK\$

shall mean Hong Kong dollar the lawful
currency of Hong Kong;

holding company and
subsidiary

shall have the meaning ascribed to them by the
Companies Act;

Listing Rules

shall mean the Rules Governing the Listing of
Securities on The Stock Exchange of Hong
Kong Limited (as amended from time to time);

month

shall mean a calendar month;

Newspaper

in relation to the publication in newspaper of
announcements, shall mean in English in the leading
English language daily newspaper and in
Chinese in the leading Chinese language daily
newspaper published and circulating generally
in the Relevant Territory and specified for this
purpose by the stock exchange in the Relevant
Territory;

paid up

in relation to shares, shall mean paid up
capital paid up;

the Principal Register

shall mean the register of shareholders of the
Company maintained in Bermuda;

Regi a i n Office

hall mean in e ec f an cla f ha e
ca i al, ch lace lace in he Rele an
Te i el e he e he e he Di ec f m
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f ha eh lde in e ec f ha cla f ha e
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Di ec he i e ag ee) an fe he
d c men f i le f ch cla f ha e
ca i al a e be l dged f egi a i n and a e
be egi e ed;

Rele an Pe i d

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shall have

shall mean the duly registered holder of the
share of the company in the capital of the
Company;

Share

shall mean the Company Act, the Elec-
tronics Act 1999 of Bermuda, and the
act (as amended from time to time) of
the time being in force of the Legislature of
Bermuda, being affecting the Company,
the Memorandum of Association and/ or the
Articles;

Amended financial statement

shall have the meaning ascribed to them in the
section 87A(3) of the Company Act as may be
amended from time to time;

Transfer Office

shall mean the place where the Principal
Registry is kept of the time being; and

signing signing

shall include signing, signing, signing, signing,
signing, signing, signing and signing the
document in a legible and
non-ambiguous form.

(B) In the Bye-Laws, unless the context
otherwise requires:

are all ed, ~~but~~ ~~at~~ a gene al mee,ing f hich n ice ecif,ing (i h t
 ej dice t he e c nained in he e e en, amend he ame) he in en i n t
 e he e l i n a a S ecial Re l i n, ha been d ~~legi~~ en in acc dance i h
 B e-la 63.

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

O dina, ~~Re~~
 Re l i n

(E) A S ecial Re l i n hall be effec,ie f an ~~and~~ e f hich an O dina, ~~Re~~
 Re l i n i e e ed t be e, i ed nde an ~~and~~ i i n f he e B e-La t he
 S a e .

S ecial
 Re l i n
 effec,ie a
 O dina, ~~Re~~
 Re l i n

(F) Whe e a ha eh lde i a c a i n, an ~~and~~ efe ence in he e B e-la t a Membe
 hall, he e he c ne t e, ie, efe t a d ~~legi~~ a h i ed e e en a i e f ch
 ha eh lde .

A endi 3,
 a a 16

2. With t ej dice t an ~~and~~ t he e, i emen, f he S a e , a S ecial Re l i n hall be
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 B e-La t change he name f he C m an ~~and~~

When
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SHARES, WARRANTS AND MODIFICATION OF RIGHTS

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

I e f
 ha e

n i.h60 ing aK C2194eie 7694e en
nC m. anK

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

When be
ffe ed
e i~~K~~ ing
ha eh lde

10. E ce~~K~~ fa a~~K~~ he i e~~K~~ ided b~~K~~ he c ndi i n fi e b~~K~~ he e B~~K~~ e-La~~K~~ , an~~K~~ ca i al ai ed b~~K~~ he c ea i n f ne ha e hall be ea ed a if i~~K~~ f med~~K~~ a~~K~~ f he i ginal ca i al f he C m an~~K~~ and ch ha e hall be bjec~~K~~ he i i n c nained in he e B~~K~~ e-La i h efe ence~~K~~ he a~~K~~ men~~K~~ f call and in almen~~K~~ , an fe and an mi i n, f fei~~K~~ e, lien, cancella i n, ende~~K~~ , ing and he i e.

Ne ha e
f m~~K~~ a~~K~~
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ca i al

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

Sha e a~~K~~ the
di al f
he B a d

12. The C m an~~K~~ ma~~K~~ a an~~K~~ ime a~~K~~ a c mmi i n , an~~K~~ e n f b c ibing ag eeing b c ibe (he he ab l e~~K~~ c ndi i nal~~K~~) f an~~K~~ ha e in he C m an~~K~~ c ing ag eeing c e b c i i n (he he ab l e c ndi i nal) f an~~K~~ ha e in he C m an~~K~~ b~~K~~ ha he c ndi i n and e i emen~~K~~ f he C m anie Ac~~K~~ hall be b e ed and c m lied i h, and in each ca e he c mmi i n hall n~~K~~ e ceed en e cen~~K~~ f he ice a~~K~~ hich he ha e a e i ed.

C m an~~K~~
ma~~K~~ a~~K~~
c mmi i n

13. E ce~~K~~ a~~K~~ he i e e~~K~~ e~~K~~ ided b~~K~~ he e B~~K~~ e-La a e i ed b~~K~~ la a de ed b~~K~~ a c f c m e en j i dic i n, n e n hall be ec gni ed b~~K~~ he C m an~~K~~ a h lding an~~K~~ ha e n an~~K~~ , and, e ce~~K~~ a af e aid, he C m an~~K~~ hall n~~K~~ be b nd b~~K~~ be c m elled in an~~K~~ a~~K~~ ec gni e (e en hen ha ing n ice he e f) an~~K~~ e i able, c ningen~~K~~ f e a i al in e e in an~~K~~ ha e an~~K~~ in e e in an~~K~~ f ac i nal a f a ha e an~~K~~ he igh claim~~K~~ in e ec~~K~~ f an~~K~~ ha e e ce~~K~~ an ab l e igh~~K~~ he en i e~~K~~ he e f f he egi e ed h lde .

C m an~~K~~ n~~K~~
i ec gni e
in
e ec~~K~~ 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 articles of incorporation of the Company.
- (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 Bermuda as the Board thinks fit and, while the registered share capital of the Company is wholly or partly paid up, the Board may, at any time, change in the relevant Territory the Company shall keep a branch register in the relevant Territory.
- (C) During the Relevant Period (except when the register is closed in accordance with section 632 of the Company Ordinance), any shareholder of the Company may, in person, between 10:00 a.m. and 12:00 noon on any business day, inspect the Principal

21. The C m an~~K~~ ma~~K~~ ell, in ch manne a the B a d hink fi, an~~K~~ ha e n hich the C m an~~K~~ ha a lien, b n ale hall be made nle me m in e ec f hich the lien e i i e en~~K~~ a~~K~~able the liabili~~K~~ engagemen in e ec f hich ch lien e i i liable be e en~~K~~ f lfilled di cha ged, n nil the e i a i n f f een da~~K~~ afe a n ice in ling, aing and demanding a~~K~~men f the m e en~~K~~ a~~K~~able ecif~~K~~ing the liabili~~K~~ engagemen and demanding f lfilmen di cha ge the e f and gi ing n ice f in en i n ell in defa l, hall ha e been gi en the egi e ed h lde f the ime being f the ha e the e n en i led the ha e b~~K~~ ea n f ch h lde ' dea h, bank c~~K~~ inding- .
22. The ne eed f ch ale afe the a~~K~~men f the c f ch ale hall be a lied in a d a~~K~~men a i fac i n f the deb liabili~~K~~ engagemen in e ec the e f the lien e i , fa a the ame i e en~~K~~ a~~K~~able, and an~~K~~ e id e hall (bjec a like lien f deb liabili e n e en~~K~~ a~~K~~able a e i ed n the ha e i the ale) be aid the e n en i led the ha e a the ime f the ale. F the e f gi ing effec an~~K~~ ch ale, the B a d ma~~K~~ a h i e me e n an fe the ha e ld the cha e the e f and ma~~K~~ en e the cha e ' name in the egi e a h lde f the ha e , and the cha e hall n be b nd ee the a lica i n f the cha e m ne~~K~~ n hall hi ile the ha e be affec ed b~~K~~ an~~K~~ i eg la i~~K~~ in alidi~~K~~ in the eeding in elaing the ale.

Sale f
ha e
bjec
lien

A lica i n
f eed
f ale

CALLS ON SHARES

23. The B a d ma~~K~~ f m ime ime make ch call a i ma~~K~~ hink fi n the ha eh lde in e ec f an~~K~~ m ne~~K~~ n aid n the ha e held b~~K~~ hem e ec i el~~K~~ (the he n acc n f the n minal al e f ha e b~~K~~ a~~K~~ f emi m) and n b~~K~~ the c ndi i n f i e all men the e f made a~~K~~able a a fi ed ime. A call ma~~K~~ be made a~~K~~able ei he in ne m b~~K~~ in almen .
24. F een da~~K~~ ' n ice a lea f an~~K~~ call hall be gi en ecif~~K~~ing the ime and lace f a~~K~~men and h m ch call hall be aid.
25. A c~~K~~ f the n ice efe ed in B~~K~~e-La 24 hall be en ha eh lde in the manne in hich n ice ma~~K~~ be en ha eh lde b~~K~~ the C m an~~K~~ a he ein ided.
26. In addi i n the gi ing f n ice in acc dance i h B~~K~~e-La 25, n ice f the e n a in ed ecei e a~~K~~men f e e~~K~~ call and f the ime and lace a in ed f a~~K~~men ma~~K~~ be gi en the ha eh lde b~~K~~ n ice be bli hed a lea nce in the Ne a e .
27. E e~~K~~ ha eh lde n h m a call i made hall a~~K~~ the am n f e e~~K~~ call made n him the e n and a the ime ime and lace lace a the B a d hall a in .
28. A call hall be deemed ha e been made a the ime hen the e l i n f the B a d a h i ing ch call a a ed.

Call /
in almen

N ice f
call

C~~K~~ f
n ice be
en
ha eh lde

N ice f
call ma~~K~~ be
gi en

Time and
lace f
a~~K~~men f
call

When call
deemed
ha e been
made

29. The j in, h lde f a ha e hall be e e all, a ell a j in, liable f he, a men, f all call and in, almen, d e in e, ec, f ch ha e he m ne, d e in e, ec, he e f.
30. The B a d ma, f m, ime, ime a, i, di c e, i n e, end, he, ime fi ed f an, call, and ma, e, end ch, ime a ega d all an, f he ha eh lde h m d e, e idence ide, he Rele an, Te i, he ca e, he B a d ma, deem en, iled, an, ch e, en i n b, n ha eh lde hall be en, iled, an, ch e, en i n e ce, a a ma, e f g ace and fa .
31. If he m, a, ble in e, ec, f an, call in, almen, i n, aid n bef e, he da, a, in, ed f a, men, he e f, he e n, e n f m h m, he m i d e hall, a, in, e e, n he ame a, ch a e n, e ceeding, en, e cen, e ann m a, he B a d hall fi f m, he da, a, in, ed f he, a, men, he e f, he, ime f, he ac, al, a, men, b, he B a d ma, ai e, a, men, f ch in, e e, h ll, in, a, .
32. N ha eh lde hall be en, iled, ecei e an, di idend b n, be, e en, and, e (a e a, f an, he ha eh lde) a, an, gene al mee, ing, ei, he, e nall, (a e a, f an, he ha eh lde) b, b, a d, a, h i ed c, a e e, e en, a, i e, be eck ned in a, m, e e ci e an, he, i ilege a a ha eh lde n, il all call in, almen, d e f m him, he C m, an, he, he al ne j in, i, h an, he e n, ge, he i, h in, e e, and e, en e (if an,) hall ha e been, aid.
33. On he, ial hea ing f an, ac, i n he, ceeding f he ec, e, f an, m ne, d e f an, call, i, hall be fficien, e ha, he name f he ha eh lde 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 ch deb, acc ed; ha, he e l, i n f, he B a d making, he call ha been d, ec, ded in, he min, e b, k f, he B a d; and, ha, n ice f ch call a d, gi en, he ha eh lde ed, in, ance f, he e B, e- La ; and i, hall n, be nece a, e, e he a, in, men, f, he B a d h made ch call, n an, he ma, e ha, e e, b, he f f, he ma, e af e aid hall be c ncl i e e idence f, he deb, .
34. An, m hich b, he, e m f all, men, f a ha e i made, a, ble n all, men, a, an, fi ed da, e, he, he n acc n, f, he n minal al e f, he ha e and/ b, a, f emi m, hall f all, e f, he e B, e- La be deemed, be a call d, made, n, ified, and, a, ble n, he da, e fi ed f a, men, and in ca e f n n, a, men, all, he ele an, i i n f, he e B, e- La a, a, men, f in, e e, and e, en e, f fei, e and, he like, hall a, a if ch m had bec me, a, ble b, i, e f a call d, made and n, ified. The B a d ma, n, he i, e f ha e diffe en, ia, e be, een, he all, ee h lde a, he am, n, f call, be, aid and, he, ime f, a, men, .
35. The B a d ma, if i, hink fi, ecei e f m an, ha eh lde illing, ad an, cean, a,

TRANSFER OF SHARES

- , 16 ,

39. The B a d ma~~K~~ in i~~t~~ ab l e di c e i n, and i~~t~~ h a i g n i n g a n~~K~~ e a n, e f e~~t~~ e g i e a~~t~~ a n f e f a n~~K~~ h a e (n~~t~~ b e i n g a f l l~~K~~ a i d~~t~~ h a e) i~~t~~ a~~t~~ e n f h m i~~t~~ d e n a~~t~~ e a n~~K~~ h a e i e d n d e a n~~K~~ h a e i n c h e m e f e m l~~K~~ e e n h i c h a e i c i n n~~t~~ a n f e i m e d h e e b~~K~~ i l l b i~~t~~, and i~~t~~ m a~~K~~ a l e f e~~t~~ e g i e a~~t~~ a n f e f a n~~K~~ h a e (h e h e f l l~~K~~ a i d~~t~~ n~~t~~) i~~t~~ m e h a n f j i n h l d e a~~t~~ a n f e f a n~~K~~ h a e (n~~t~~ b e i n g a f l l~~K~~ a i d~~t~~ h a e) n h i c h h e C m a n~~K~~ h a a l i e n.

B a d ma~~K~~
e f e~~t~~ e
e g i e a~~t~~
a n f e

40. The B a d ma~~K~~ a l d e c l i n e i~~t~~ e c g n i e a n~~K~~ i n i~~t~~ m e n f i~~t~~ a n f e n l e :

R e i e m e n
a i~~t~~ a n f e

i) c h m, i f a n~~K~~ (n~~t~~ e c c e e d i n g, i n h e c a e f a n~~K~~ h a e c a i a l l i e d n a i c k e c h a n g e i n h e R e l e a n T e i~~t~~ H K \$ 2.50 c h g e a e m a c h i c k e c h a n g e m a~~K~~ f m i m e i m e e m i, a n d, i n h e c a e f a n~~K~~ h e c a i a l, c h m i n c h c e n c a h e B a d m a~~K~~ f m i m e i m e d e e m i n e b e e a n a b l e i n h e e i~~t~~ i n h i c h h e e l e a n e g i e i i a e, h e i e c h m a h e C m a n~~K~~ m a~~K~~ b~~K~~ O d i n a~~K~~ R e l i n d e e m i n e) a h e B a d h a l l f m i m e i m e d e e m i n e i a i d i~~t~~ h e C m a n~~K~~ i n e e c h e e f h a b e e n a i d;

ii) h e i n m e n f i~~t~~ a n f e i l d g e d a h e e l e a n R e g i a i n O f f i c e, a h e c a e m a~~K~~ b e h e T a n f e O f f i c e a c c m a n i e d b~~K~~ h e c e i f i c a e f h e h a e i h i c h i e l a e, a n d c h h e e i d e n c e a h e B a d m a~~K~~ e a n a b l e i e i h h e i g h f h e i~~t~~ a n f e i m a k e h e i~~t~~ a n f e (a n d, i f h e i n m e n f i~~t~~ a n f e i e e c e d b~~K~~ m e h e e n n h i b e h a l f, h e a h i~~t~~ f h a e n i d);

iii) h e i n m e n f i~~t~~ a n f e i i n e e c f n l~~K~~ n e c l a f h a e;

i) h e h a e c n c e n e d a e f e e f a n~~K~~ l i e n i n f a f h e C m a n~~K~~;

.) i f a l l i c a b l e, h e i n m e n f i~~t~~ a n f e i e e l~~K~~ a m e d; a n d

. i) h e e a l l i c a b l e, h e e m i i n f h e B e m d a M n e a~~K~~ A h i~~t~~ i h e e c h e e h a b e e n b a i n e d.

41. N i~~t~~ a n f e f a n~~K~~ h a e (n~~t~~ b e i n g a f l l~~K~~ a i d~~t~~ h a e) h a l l b e m a d e i~~t~~ a n i n f a n a~~t~~ e n f n n d m i n d n d e h e l e g a l d i a b i l i~~K~~

N i~~t~~ a n f e
i~~t~~ a n i n f a n

42. I f h e B a d h a l l e f e~~t~~ e g i e a~~t~~ a n f e f a n~~K~~ h a e, i~~t~~ h a l l, i h i n m n h a f e h e d a e n h i c h h e i~~t~~ a n f e a l d g e d i h h e C m a n~~K~~ e n d i~~t~~ e a c h f h e i~~t~~ a n f e a n d h e i~~t~~ a n f e e e n i c e f c h e f a l.

N i c e f
e f a l

43. U n e e, an fe f ha e he ce ifica e held b he an fe hall be gi en be cancelled, and hall f h i h be cancelled acc ding 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 f he ha e incl ded in he ce ifica e gi en hall be e ained b 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 hall al e ain he in men f an fe .
44. The egi ai n f an fe ma be ended and he egi e ma be cl ed a ch ime and f ch e i d a he B a d ma f m ime ime de e mine and ei he gene all in e ec f an cla f ha e . The egi e hall n be cl ed f m e han hi da in an ea .

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 i ing h lde , hall be he n e n ec gni ed b he C m an a ha ing an 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 liabili in e ec f an ha e le j in held b him.
46. An e n bec ming en i led a ha e in c n e ence f he dea h bank inding- f a ha eh lde ma n ch e idence a hi i le being d ced a ma f m ime ime be e i ed b 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 him egi e ed a he an fe ee he e f .
47. If he n bec ming en i led a ha e an B e-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 a n ice in i ing igne d b him a (nle he B a d he i e ag ee) he Regi ai n Office , a ing ha he elec . If he hall elec ha e hi n minee egi e ed , he hall e i f hi elec i n b e ec ing a an fe f ch ha e hi n minee . All he limi ai n , e i c i n and i i n f he e e en el a ing he igh an fe and he egi ai n f an fe f ha e hall be a lica ble an ch n ice an fe a af e aid a if he dea h , bank inding- f he ha eh lde had n cc ed and he n ice an fe e e a an fe e ec ed b ch ha eh lde .
48. A e n bec ming en i led a ha e b ea n f he dea h , bank 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 if i hink fi , i h h ld he a men f an di idend a ble 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 an fe ed ch ha e , b bjec he e i emen f B e-La 77 being me , ch a e n ma e a gene al mee ing f he C m an

FORFEITURE OF SHARES

49. If a ha eh lde fail t aK anK call in almen, f a call n, he daK a in ed f aKmen, he e f, he B a d maK a, anK ime, he eaf e d ing ch ime a anK a, f, he call in almen, emain n aid, i h t ej dice t, he i i n f BKe-La 32, e e a n ice n him e, i ing aKmen, f m ch f, he call in almen, a i n aid, ge, he i h anK in e e, hich maK ha e acc ed and hich maK, he eaf e acc e t, he da e f ac, al aKmen.
50. The n ice hall name a f, he daK (n ea lie han, he e i a i n f f een daK f m, he da e f, he n ice) n bef e hich, he aKmen, e, i ed bK, he n ice i t be made, and i hall al name, he lace he e aKmen, i t be made, ch lace being ei, he Regi e ed Office a Regi a i n Office. The n ice hall al a e ha, in, he e en, f n n aKmen, a bef e, he ime a in ed, he ha e in e ec, f hich, he call a made ill be liable t be f fei ed.
51. If, he e i emen, f anK ch n ice a af e aid a e n, c m, lied i h, anK ha e in e ec, f hich, he n ice ha been gi en maK a, anK ime, he eaf e, bef e, he aKmen, e, i ed bK, he n ice ha been made, be f fei ed bK a e l i n f, he B a d, ha, effec. S ch f fei e hall incl de all di idend and b n e decla ed in e ec, f, he f fei ed ha e and n t ac, allK aid bef e, he f fei e. The Di ec, maK acce t, he ende f anK ha e liable t be f fei ed he e nde and in ch ca e efe ence in, he e BKe-La t f fei e hall incl de ende.
52. AnK ha e f fei ed hall be deemed t be, he e K f, he C m, anK and maK be ld, he i e di ed f n ch e m and in ch manne a, he B a d, hink fi, and a, anK ime bef e a ale di i i n, he f fei e maK be cancelled n ch e m a, he B a d, hink fi.
53. A e n h e ha e ha e been f fei ed hall cea e, be a ha eh lde in e ec, f, he f fei ed ha e, b t hall, n t i h, anding, emain liable t aK t, he C m, anK all m neK hich, a, he da e f f fei e, e e aKable bK him, he C m, anK in e ec, f

54. A ~~at~~ ~~de~~clara~~i~~n in ~~i~~ing ~~ha~~ ~~he~~ ~~de~~clara~~n~~ i a ~~Di~~ec~~t~~ ~~he~~ ~~Sec~~e~~a~~ ~~f~~ ~~he~~ ~~C~~m~~an~~ ~~and~~ ~~ha~~ ~~a~~ ~~ha~~e in ~~he~~ ~~C~~m~~an~~ ~~ha~~ ~~been~~ ~~d~~ ~~f~~ ~~fei~~ed ~~ende~~ed ~~n~~ a ~~da~~e ~~a~~ed in ~~he~~ ~~de~~clara~~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~~iled ~~he~~ ~~ha~~e. ~~The~~ ~~C~~m~~an~~ ~~ma~~ ~~ce~~i ~~e~~ ~~he~~ ~~c~~n ~~ide~~ ~~a~~i ~~n~~, ~~if~~ ~~an~~ ~~gi~~ ~~en~~ ~~f~~ ~~he~~ ~~ha~~e ~~n~~ ~~an~~ ~~ale~~ ~~di~~ ~~i~~ ~~n~~ ~~he~~ ~~e~~ ~~f~~ ~~and~~ ~~ma~~ ~~ec~~ ~~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~~ ~~e~~ ~~n~~ ~~be~~ ~~egi~~ ~~e~~ed ~~a~~ ~~he~~ ~~h~~ ~~ld~~e ~~f~~ ~~he~~ ~~ha~~e, ~~and~~ ~~hall~~ ~~n~~ ~~be~~ ~~b~~ ~~nd~~ ~~ee~~ ~~he~~ ~~a~~ ~~lica~~i ~~n~~ ~~f~~ ~~he~~ ~~cha~~e ~~m~~ ~~ne~~ ~~if~~ ~~an~~ ~~n~~ ~~hall~~ ~~hi~~ ~~tle~~ ~~he~~ ~~ha~~e ~~be~~ ~~affec~~ed ~~an~~ ~~i~~ ~~eg~~ ~~la~~i ~~in~~ ~~alidi~~ ~~in~~ ~~he~~ ~~ceeding~~ ~~in~~ ~~e~~ ~~fe~~ ~~ence~~ ~~he~~ ~~f~~ ~~fei~~ ~~e~~, ~~ale~~ ~~di~~ ~~al~~ ~~f~~ ~~he~~ ~~ha~~e.

55. When ~~an~~ ~~ha~~e ~~hall~~ ~~ha~~e ~~been~~ ~~f~~ ~~fei~~ed, ~~n~~ ~~ice~~ ~~f~~ ~~he~~ ~~f~~ ~~fei~~ -372.9(~~he~~)-372.9(~~ha~~e)-371 ~~he~~

~~hall~~ ~~be~~ed in ~~an~~ ~~fe~~ ~~n~~ ~~ice~~
~~an~~ ~~e~~ ~~le~~

17.5(~~378617.5~~)(~~f~~ingid-378617.5(~~he~~8617.B a d-378617.9(~~ma~~378617.5(~~ng~~8617.5(~~an~~378617.5(~~im~~ e,48617.be5(~~feng~~8617.5(~~ane~~

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

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

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

67. If i, hin fifteen min e f m the ime a in, ed f the mee, ing a m i n e en, the mee, ing, if c n ened n the e, i i i n f ha eh lde , hall be di l ed, b in an the ca e i hall and adj ned the ame daK in the ne eek and a ch ime and lace and in ch f m and manne efe ed in the e Be-La a hall be decided b the B a d.

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

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

70. A an gene al mee, ing a e l i n i the e f the mee, ing hall be decided n a

i) bK and ha eh lde ha eh lde e en in e n bK d lK a h i ed c a e
e e en a i e bK and h lding ha e in he C m and c nfe ing a igh
e a he mee ing being ha e n hich an agge e m ha been aid e al
n le han ne-en h f he al m aid n all he ha e c nfe ing ha igh.

Unle a ll be e i ed demanded a af e aid and, in he late ca e, n
i hd a n, a decla a i n bK he Chai man ha a e l i n ha n a h f hand been
ca ied ca ied nanim lK bK a a ic la maj i l t, and an en bK ha
effec in he b k c naining he min e f he ceeding f he C m and hall be
c ncl i e e idence f he fac i h f f he n mbe i n f he e

VOTES OF SHAREHOLDERS

80. (A) Sa e a e e ~~le~~ ided in he e Be-La , n e n he han a ha eh lde d ~~le~~ egi e ed and h hall ha e aid e e ~~le~~ hing f he ime being d e f m him aable t he C m an ~~le~~ in e ec f hi ha e hall be eniled t be e en e (a e a ~~le~~ f an he ha eh lde) ei he e nall ~~le~~ b ~~le~~ t be eck ned in a m (a e a ~~le~~ f an he ha eh lde) , a an ~~le~~ gene al mee ing.
- (B) N bjec i n hall be ai ed t he alifica i n f an ~~le~~ e e ce t a he mee ing adj ned mee ing a hich he e bjec ed i gi en ende ed , and e e ~~le~~ e n t di all ed a ch mee ing hall be alid f all e . An ~~le~~ ch bjec i n made in d e ime hall be efe ed t he Chai man , h e deci i n hall be final and c ncl i e .
81. An ~~le~~ ha eh lde f he C m an ~~le~~ eniled t a end and e a a mee ing f he C m an ~~le~~ a mee ing f he h lde f an ~~le~~ cla f ha e in he C m an ~~le~~ hall be eniled t a in an he e n a hi t a end and e in ead f him . V e ma ~~le~~ be gi en ei he e nall ~~le~~ b ~~le~~ d ~~le~~ a h i ed c a e e e en a i e b ~~le~~ t A ha eh lde

shall not be deemed a withdrawal of its attending and participating in the meeting in the absence of the licensee and, in the event, the participant attending and participating in the meeting shall be deemed to be excused.

84. Except in the event of a specified meeting, the licensee shall be in compliance with the Board's requirements.

REGISTERED OFFICE

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

BOARD OF DIRECTORS

89. The number of Directors shall not be less than 3. The Company shall keep at the Registered Office a register of its directors and officers in accordance with the Statute.
90. The Company in general meeting may by Ordinary Resolution elect or remove any qualified Director and may also elect or remove any Director of the Company who is not a Director of the Board and may also elect or remove any Director of the Company who is not a Director of the Board.

f n c i n , e and d i e f h i a i n a a D i e c and f h e e f h e
ceeding a ch mee ing h e i i n f h e e B e - L a hall a a if h e
e e a D i e c .

(D) E e e n a c i n g a a n a l e n a e D i e c hall (e c e a e g a d e a i n
a n a l e n a e D i e c and e m n e a i n) b e b j e c i n a l l e e c t h e i i n f
h e e B e - L a e l a i n g D i e c and h a l l a l n e b e e n i b l e h e C m a n
f h i a c and d e f a l t and h a l l n b e d e e m e d b e h e a g e n f f h e D i e c
a i n i n g h i m .

(E) E e e n a c i n g a a n a l e n a e D i e c hall h a e n e f e a c h D i e c f
h m h e a c a a l e n a e (i n a d d i i n h i n e i f h e i a l a D i e c) . T h e
i g n a e f a n a l e n a e D i e c a n e l i n i n i n g f h e B a d a
c m m i t t e e f h e B a d h a l l , n l e h e n i c e f h i a i n m e n i d e h e
c n a b e a e f f e c i e a h e i g n a e f h i a i n .

(F) N a l e n a e D i e c hall b i e f h a i i n b e a d i e c f h e e f
h e C m a n i e A c , b h a l l n e e h e l e b e b j e c t h e i i n f h e
C m a n i e A c i n f a a h e e l a e h e d i e and b l i g a i n f d i e c (h e
h a n h e b l i g a i n h l d a n , a l i f i n g h a e i n h e C m a n) h e n e f m i n g
h e f n c i n f a D i e c .

92. A D i e c a n a l e n a e D i e c hall n b e e i e d h l d a n , a l i f i c a i n h a e b
h a l l n e e h e l e b e e n i l e d a e n d a n d e a k a a l l g e n e a l m e e i n g f h e C m a n

98. (A) Sbjec_t the C m anie Ac_t, a Di ec_t ma_K h ld an_K the f fice lace f_i fi_i the C m an_K (e ce_t ha_t f A di_t) in c nj nc i n i h hi f fice f Di ec_t f ch_i e i d and n ch_i e m a the B a d ma_K de e mine, and ma_K be aid ch e_t a em ne a i n the ef_t (he he b_K a_K f ala_K c mmi i n, a i ci a i n in fi_i the i e) a the B a d ma_K de e mine, and ch e_t a em ne a i n hall be in addi i n_t an_K em ne a i n ided f_i b_K an_K an_K the B e-La .
- (B) A Di ec_t ma_K ac_t b_K him elf hi fi m in a fe i nal ca ac_t f_i the C m an_K (the i e han a A di_t) and he hi fi m hall be en i led_t em ne a i n f fe i nal e ice a if he e e n_t a Di ec_t .
- (C) A Di ec_t ma_K be bec me a di ec_t the f fice f_i the i e in e e ed in, an_K c m an_K m ed b_K the C m an_K an_K the c m an_K in hich the C m an_K ma_K be in e e ed, and hall n_t be liable_t acc n_t the C m an_K the ha eh lde f_i an_K em ne a i n, fi_i the benefi eeci ed b_K him a a di ec_t f fice f_i f m hi in e e in ch the c m an_K The B a d ma_K al ca e the ing e c nfe ed b_K the ha e in an_K the c m an_K held ned b_K the C m an_K be e e ci ed in ch manne in all e ec_t a i hink fi_i incl ding the e e ci e the e f in fa f an_K e l i n a in ing the Di ec_t an_K f hem be di ec_t f fice f_i ch the c m an_K ing iding f_i the a_Kmen f em ne a i n the di ec_t f fice f_i ch the c m an_K

and the contract a agreement in which the Director is in a position to be liable to be aided, and shall the Director contract being in a position to be liable to accept the Commission the holder of an employment, the beneficiary of the contract a agreement, the employee of the Director holding office the fiduciary relation the employee.

- (G) A Director who has knowledge in a position the Director indicates in a position a agreement, and contract a agreement in the Commission shall declare the nature of his interest, the meeting of the Board which he is in a position in the contract a agreement in a position taken in a position, if he knows his interest, in a position the cause the meeting of the Board after he knows the interest has become in a position. For the nature of his Board, a general notice the Board the Director the effect has (a) he is a holder of a specified Commission firm and is to be regarded as in a position in a contract a agreement which makes after the date of his notice be made in a position Commission firm (b) he is to be regarded as in a position in a contract a agreement which makes after the date of his notice be made in a position specified person who is connected with him, shall be deemed to be a sufficient declaration of interest in the Board in relation to a contract a agreement; and the Commission shall be effective in the interest in a position a meeting of the Board the Director take reasonable steps m-550.in.b gh372.9(f) 372.9 madn,m-55077603 ,miTJT(inhibin)-709.9(f)ll fidn 372.9(f)a... 1372.9(e-5-5.9(he),372.9(f)17

(iii) an~~X~~ ... al c nce ning an~~X~~ the c m an~~X~~ in hich the Di ec~~X~~ hi a cia.e() i/a e in.e e ed n~~X~~ he,he di ec~~X~~ indi ec~~X~~ a an f fice e ec i e ha eh lde in hich the Di ec~~X~~ hi a cia.e() i/a e beneficial~~X~~ in.e e ed in ha e f ha c m an~~X~~ ided ha the Di ec~~X~~ and an~~X~~ f hi a cia.e a e n in agge ga e beneficial~~X~~ in.e e ed in 5% m e f the i ed ha e f an~~X~~ cla f ch c m an~~X~~ (f an~~X~~ hi d c m an~~X~~ h gh hich hi in.e e i ha f hi a cia.e() i de i ed) f the ing igh~~X~~ ;

(i) an~~X~~ ... al a angemen c nce ning the benefi f em l~~X~~ f the C m an~~X~~ i b idia ie incl ding:

(a) the ad i n, m difica i n e a i n f an~~X~~ em l~~X~~ ' ha e cheme an~~X~~ ha e incen i e ha e i n cheme nde hich the Di ec~~X~~ hi a cia.e() ma~~X~~ benefi~~X~~;

(b) the ad i n, m difica i n e a i n f a en i n f nd ei emen~~X~~, dea h di abili~~X~~ benefi cheme hich elae b h t Di ec~~X~~ , hi a cia.e and em l~~X~~ f the C m an~~X~~ an~~X~~ f i b idia ie and d e n i de in e ec~~X~~ f an~~X~~ Di ec~~X~~ hi a cia.e(), a ch an~~X~~ i ilege ad an age n gene all~~X~~ acc ded the cla f e n hich ch cheme f nd elae ; and

() an~~X~~ c n ac a angemen in hich the Di ec~~X~~ hi a cia.e() i/a e in.e e ed in the ame manne a the h lde f ha e deben e the ec i ie f the C m an~~X~~ h i e n~~X~~ f hi /hei in.e e i in ha e deben e the ec i ie f the C m an~~X~~

(I) A c m an~~X~~ hall be deemed be a c m an~~X~~ in hich a Di ec~~X~~ i ge,he i h an~~X~~ f hi a cia.e n fi e (5) e cen. m e f the i ed ha e f an~~X~~ cla f the e, i~~X~~ ha e ca i al f ch c m an~~X~~ f the ing igh f an~~X~~ cla f ha e f ch c m an~~X~~ if and l ng a (b n~~X~~ if and l ng a) he ge,he i h hi a cia.e i (ei,he di ec~~X~~ indi ec~~X~~) the h lde f beneficial~~X~~ in.e e ed in fi e (5) e cen. m e f an~~X~~ cla f the e, i~~X~~ ha e ca i al f ch c m an~~X~~ (f an~~X~~ hi d c m an~~X~~ h gh hich hi in.e e i de i ed) f the ing igh f an~~X~~ cla f ha e a ailable ha eh lde f the c m an~~X~~ F the e f hi a ag a h he e hall be di ega ded an~~X~~ ha e held b~~X~~ a Di ec~~X~~ hi a cia.e a ba e c i dian i ee and in hich he ha n beneficial in.e e i, an~~X~~ ha e c m i ed in a i in hich the Di ec~~X~~ ' hi a cia.e' in.e e i in e e i n emainde if and l ng a me the e n i en i led i eeci e the inc me

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

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

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

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

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

A... in,men,
f Di ec,

(B) The B a d hall ha e... e f m,ime t,ime and a anK,ime t a... in anK e n a a Di ec, ei,he t fill a ca al acanK a an add,i n t the B a d b t ha,he n mbe f Di ec, a... in,ed hall n t e ceed the ma im m n mbe de,e mined f m,ime t,ime bK he ha eh lde in gene al mee,ing. AnK Di ec, a... in,ed bK he B a d fill a ca al acanK hall h ld ffice nK n il,he fi t gene al mee,ing f the C m. anK a f e hi a... in,men, and be bjec,t e-elec,i n a ch mee,ing. AnK Di ec, a... in,ed bK he B a d a an add,i n t the e i,ing B a d hall h ld ffice nK n il,he ne t fi t ann al gene al mee,ing f the 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 BRe-La hall n t be ,aken in, acc n, in de,e mining the Di ec, the n mbe f Di ec, h a e t ei e bK a,i n a an ann al gene al mee,ing.

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

N ice f
ed
Di ec, i
be gi en

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

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

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

BORROWING POWERS

105. The B a d m a k f m i m e i m e a i d i c e i n e e c i e a l l h e e f h e C m a n k a i e b e c e h e a m e n f a n k m m f m n e k f h e e f h e C m a n k a n d m g a g e c h a g e i n d e a k i n g e a n d n c a l l e d c a i a l a n k a h e e f .
106. The B a d m a k a i e e c e h e a m e n e a m e n f c h m m i n c h m a n n e a n d n c h e m a n d c n d i i n i n a l l e e c a i t h i n k f i a n d i n a i c l a b k h e i e f d e b e n e d e b e n e c k b n d h e e c i i e f h e C m a n k h e h e i g h a c l l a e a l e c i k f a n k d e b l i a b i l i k b l i g a i n f h e C m a n k f a n k h i d a k
107. D e b e n e d e b e n e c k b n d a n d h e e c i i e m a k b e m a d e a i g n a b l e f e e f m a n k e i i e b e e e n h e C m a n k a n d h e e n h m h e a m e m a k b e i e d .
108. A n k d e b e n e d e b e n e c k b n d h e e c i i e m a k b e i e d a a d i c n (h e h a n h a e) e m i m h e i e a n d i h a n k e c i a l i l e g e a t e d e m i n e n d e d a i n g a l l m e n f h a e a e n d i n g a n d i n g a g e n e a l m e e i n g f h e C m a n k a i n m e n f D i e c a n d h e i e .
109. (A) The B a d h a l l c a e a e e e g i e b e k e f a l l m g a g e a n d c h a g e e c i f i c a l l a f f e c i n g h e e e f h e C m a n k a n d h a l l d i c m i h c h i i n f h e C m a n i e A c i h e g a d h e e g i a i n f m g a g e a n d c h a g e a m a k b e e c i f i e d e i e d .
- (B) I f h e C m a n k i e a e i e f d e b e n e d e b e n e c k n t t a n f e a b l e b k d e l i e k h e B a d h a l l c a e a e e e g i e b e k e f h e h l d e f c h d e b e n e .
110. W h e e a n k n c a l l e d c a i a l f h e C m a n k i c h a g e d a l l e n a k i n g a n k b e e n c h a g e h e e n h a l l t a k e h e a m e b j e c t c h i c h a g e a n d h a l l n t b e e n i l e d b k n i c e h e h a e h l d e h e i e b a i n i i k e c h i c h a g e .

MANAGING DIRECTORS, ETC.

111. The Board may find it in the public interest for the Managing Director, Joint Managing Director, Deputy Managing Director, Executive Director and/or any other officer in the management of the bank of the Company to make decisions and to take any action which he or she may think fit and to take any action which may be necessary in accordance with the BCL 196.
112. Executive Director, appointed as an officer under BCL 111 shall, by himself or jointly and claim for damages for breach of any contract entered into by him or herself and the Company be liable to be dismissed or removed from the Board.

113. A Di ec a in ed an ffice nde Bje-La 111 hall be bjec the ame Ce a in f
 i i n a a i n, e i g n a i n and em al a he he Di ec f the C m an
 and he hall i fac and immedia el K cea e h ld ch ffice if he hall cea e h ld
 the ffice f Di ec f an K ca e.

114. The B a d m a k f m i m e i m e n a n d c n f e n a M a n a g i n g D i e c , J i n M a n a g i n g D i e c , D e p a M a n a g i n g D i e c E e c i e D i e c a l l a n k f h e e f h e B a d h a i m a k h i n k f i d e d h a h e e e c i e f a l l e b k c h D i e c h a l l b e b j e c c h e g l a i n a n d e i c i n a h e B a d m a k f m i m e i m e m a k e a n d i m e , a n d h e a i d e m a k a a n k i m e b e i h d a n , e k e d a i e d , b n e n d e a l i n g i n g d f a i h a n d i h n i c e f c h i h d a a l , e c a i n a i a i n h a l l b e a f f e c e d h e e b k

MANAGEMENT

115. (A) The management of the business of the Company shall be exercised in the Board which, in addition, the Executive and Administrative Committee may be authorized to exercise the powers conferred upon it by the Board, make decisions on all matters and deal with all matters and things as may be decided upon and approved by the Company and which are not the subject of the Shareholders' decision. It is hereby decided that the Company in general meeting, by majority vote, shall have the power to amend the Memorandum and Articles of Association from time to time made by the Company in general meeting or being inconsistent therewith in the case of the Board, provided that no amendment shall be valid unless it has been made.

(B) With evidence, he generalised and concluded that the B&E-Laws, in the absence of evidence, declared that the Board hall has the following:

i) give and receive him in feigning a false ha-
all men shall be made him false a- a- a- ch- emi m and n
ch- he- e m a m- be aged; and

ii) ~~gi e~~ ~~an~~ ~~Di ec~~ , ~~ffice~~ ~~em l~~ ~~Ree~~ ~~f~~ ~~he C m~~ ~~an~~ ~~an in e e~~ ~~in an~~
~~a ic la b ine~~ ~~an ac i n~~ ~~a i ci a i n in~~ ~~he~~ ~~fi~~ ~~he e f~~ ~~in~~ ~~he~~
~~gene al~~ ~~fi~~ ~~f~~ ~~he C m~~ ~~an~~ ~~ei he~~ ~~in addi i n~~ ~~in b i i n f a ala~~
~~he~~ ~~em ne a i n~~.

MANAGERS

116. The B a d ma~~K~~ f m ime t ime a in a gene al manage , manage manage f the b ine f the C m an~~K~~ and ma~~K~~ fi hi hei em ne a i n ei he b~~K~~ a~~K~~ f ala~~K~~ c mmi i n b~~K~~ c nfe ing the igh t a i ci a i n in he fi f the C m an~~K~~ b~~K~~ a c mbina i n f m e f the e m de and a~~K~~ the king e en e f an~~K~~ f the aff f the gene al manage , manage manage h ma~~K~~ be em l~~K~~ ed b~~K~~ him hem n the b ine f the C m an~~K~~ A in men and ne a i n f manage
117. The a in men f ch gene al manage , manage manage ma~~K~~ be f ch e i d a the B a d ma~~K~~ decide and the B a d ma~~K~~ c nfe n him hem all an~~K~~ f the e f the B a d and ch ile ile a i ma~~K~~ hink fi. Ten e f f fice and e
118. The B a d ma~~K~~ en e in ch ag eemen ag eemen i h an~~K~~ ch gene al manage , manage manage n ch e m and c ndi i n in all e ec a the B a d ma~~K~~ in i ab l e di c e i n hink fi, incl ding a e f ch gene al manage , manage manage a in an a i an manage manage he em l~~K~~ ee ha e e nde hem f the e f ca King n the b ine f the C m an~~K~~ Te m and c ndi i n f a in men

CHAIRMAN AND OTHER OFFICERS

119. The B a d hall a n a ac icable f ll ing each ann al gene al mee ing elec ne f i b d~~K~~ the f fice f Chai man f the C m an~~K~~ and an he t be the De ~~K~~ Chai man f the C m an~~K~~ and ma~~K~~ f m ime t ime elec the i e a in the f fice and de e mine the e i d f hich each f hem i t h ld f fice. The Chai man , in hi ab ence, the De ~~K~~ Chai man hall e ide a mee ing f the B a d, b if n ch Chai man De ~~K~~ Chai man be elec ed a in ed, if a an~~K~~ mee ing the Chai man De ~~K~~ Chai man i n e en i hin fi e min e af e the ime a in ed f h lding the ame, the Di ec e en hall ch e ne f hei n mbe be Chai man f ch mee ing. All he i i n f B~~K~~ e-La 112, 113 and 114 hall r a i r andi a ~~K~~ an~~K~~ Di ec elec ed the i e a in ed an~~K~~ f fice in acc dnce i h the i i n f hi B~~K~~ e-La . Chai man, De ~~K~~ Chai man and f fice

PROCEEDINGS OF THE DIRECTORS

120. The B a d ma~~K~~ mee ge the f the de ach f b ine , adj n and the i e eg la e i mee ing and ceeding a i hink fi and ma~~K~~ de e mine the m nece a~~K~~ f the an ac i n f b ine . Unle the i e de e mined Di ec hall be a m. F the e f hi B~~K~~ e-La an a l e na e Di ec hall be c n ed in a m b t n i h anding ha an a l e na e Di ec i al a Di ec i an a l e na e f m e han ne Di ec , the hall f m e c n a n~~K~~ ne Di ec . A mee ing f the B a d an~~K~~ c mmi ee f the B a d ma~~K~~ be held b~~K~~ mean f ch ele h ne, elec nic the c mm nica i n facili ie a e mi all e n a i ci a i n in the mee ing c mm nica e i h each the im lane ~~K~~ and in an ane ~~K~~ and a i ci a i n in ch a mee ing hall c n i t e e ence in e n a ch mee ing. Mee ing f the B a d, m, e, c.

121. A Di ec, ma~~K~~ and he Sec e, a~~K~~ hall, n he e, e f a Di ec, , a an~~K~~ ime mm n a mee,ing f he B a d hich ma~~K~~ be held in an~~K~~ a f he ld ided ha n ch mee,ing hall be mm ned f 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 a l e na e Di ec, ei he in i ing b~~K~~ ele h ne b~~K~~ ele eleg am a he add e f m ime ime n ified f he C m an~~K~~ b~~K~~ ch Di ec, in ch he manne a he B a d ma~~K~~ f m ime ime de e mine. A Di ec, ab en, in ended f be ab en f m he e i~~K~~ in hich he Head Office i f he ime being i a e ma~~K~~ 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 an~~K~~ he add e gi en b~~K~~ him f he C m an~~K~~ f hi e, b ch n ice need n be gi en an~~K~~ ea lie han n ice gi en Di ec, n ab en, and in he ab ence f an~~K~~ ch e, e i hall n be nece a~~K~~ gi e n ice f a B a d mee,ing an~~K~~ Di ec, h i f he ime being ab en f m ch e i~~K~~ A Di ec, ma~~K~~ ai e n ice f an~~K~~ mee,ing ei he ec i el~~K~~ e ec i el~~K~~
122. Q e i n a i ing a an~~K~~ mee,ing f he B a d hall be decided b~~K~~ 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 m i e en hall be c m e en, e e ci e all an~~K~~ f he a h i e e and di c e i n b~~K~~ nde he e B e-La f he ime being e ed in e e ci able b~~K~~ he B a d gene all~~K~~ P e f mee,ing
124. The B a d ma~~K~~ delega e an~~K~~ f i e c m mi ee c n i ing f ch membe membe f i b~~K~~ and ch he e n a he B a d hink fi, and i ma~~K~~ f m ime ime e ke ch delega i n e ke he a in men f and di cha ge an~~K~~ ch c m mi ee ei he h l~~K~~ in a , and ei he a e n e , b e e~~K~~ c m mi ee f med hall in he e e ci e f he e delega ed c nf m an~~K~~ eg la i n ha ma~~K~~ f m ime ime be im ed n i b~~K~~ he B a d. P e a in c m mi ee and delega e
125. All ac d ne b~~K~~ an~~K~~ ch c m mi ee in c nf mi~~K~~ i h ch eg la i n and in f 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 b~~K~~ 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 an~~K~~ in gene al mee,ing, em ne a e he membe f B a d f an~~K~~ ecial c m mi ee, and cha ge ch em ne a i n f he c en e en e f he C m an~~K~~ Ac f c m mi ee be f ame
126. The mee,ing and ceeding f an~~K~~ ch c m mi ee c n i ing f m e membe hall be g e ned b~~K~~ he i i n he ein c n ained f eg la i ng he mee,ing and ceeding f he B a d fa a he ame a e a lica ble he e and a e n e e laced b~~K~~ an~~K~~ eg la i n im ed b~~K~~ he B a d an B e-La 124. P ceeding f c m mi ee

127. All accounts bona fide deposited by and for the meeting of the Board of Directors shall be a charge on the assets of the corporation, and the same shall be a first lien in favor of the depositors.

(C) The Di ec hall d l c m l i h he i i n f he C m anie Ac in ega d
kee ing a egi e f ha eh lde and he d c i n and f ni hing f c ie f
e ac f m ch egi e .

(D) An_h egi_h e_h inde_h min_h e_h b_h k_h b_h k_h f_h acc_h n_h he_h b_h k_h e_h ied_h b_h k_h he_h e_h en_h he_h S_h a_h e_h be_h ke_h b_h k_h n_h behalf_h f_h he_h C_h m_h an_h k_h ma_h k_h be_h ke_h ei_h he_h b_h k_h making_h en_h ie_h in_h b_h nd_h b_h k_h b_h k_h ec_h ding_h hem_h in_h an_h k_h he_h manne_h hich_h hall_h incl_h de_h i_h h_h ej_h dice_h he_h gene_h ali_h k_h he_h e_h f_h ec_h ding_h b_h k_h mean_h f_h magne_h ic_h a_h e_h mic_h film_h c_h m_h e_h an_h k_h he_h n_h nman_h al_h k_h em_h f_h ec_h ding_h. In_h an_h k_h ca_h e_h in_h hich_h b_h nd_h b_h k_h a_h e_h n_h ed_h he_h Di_h ec_h hall_h ake_h ade_h a_h e_h eca_h i_h n_h f_h g_h a ding_h again_h fal_h ifica_h i_h n_h and_h f_h facili_h aing_h i_h di_h c_h e_h k_h

SECRETARY

131. The Sec e a K hall be a in ed b K he B a d f ch e m, a ch em ne a i n and

f hem hall be di en ed i h affi ed bK me me h d K em f mechanical
 igna e he han a g a hic maK be in ed he e n a ecified in ch
 e l i n ha ch ce ifica e need n be igne d bK anK e n.

(C) The C m anK maK ha e a Sec i ie Seal f e f ealing ce ifica e f ha e
 he ec i ie i ed bK he C m anK and n igna e f anK Di ec , ffice
 he e n and n mechanical e d c i n he e f hall be e i ed n anK ch
 ce ifica e he d c men and anK ch ce ifica e he d c men t hich
 ch Sec i ie Seal i affi ed hall be alid and deemed t ha e been ealed and
 e ec ed i h he a h iK f he B a d n t i h anding he ab ence f anK ch
 igna e mechanical e d c i n a af e aid. The B a d maK bK e l i n
 de e mine ha he affi a i n f Sec i ie Seal n ce ifica e f ha e he
 ec i ie i ed bK he C m anK be di en ed i h be affi ed bK in ing he
 image f he Sec i ie Seal n ch ce ifica e .

Sec i ie
 Seal

135. All che e , mi K n e , d af , bill f e change and he neg iable in i men ,
 and all ecei t f m neK aid t he C m anK hall be igne d a n , acce ed , end ed
 he i e e ec ed , a he ca e maK be , in ch manne a he B a d hall f m i me t
 ime bK e l i n de e mine. The C m anK banking acc n hall be ke t i h ch
 banke banke a he B a d hall f m i me t ime de e mine.

Che e and
 banking
 a angemen

136. (A) The B a d maK f m i me t ime and a anK ime , bK e f a , neK nde he
 Seal , a in anK c m anK fi m e n anK fl c aing b dK f e n , he he
 n mina ed di ec iK indi ec iK bK he B a d , be he a , neK a , neK f he
 C m anK f ch e and i h ch e , a h i ie and di c e i n (n t
 e ceeding h e e ed in e e ci able bK he B a d nde he e B e -La) and f
 ch e i d and bjec t ch c ndi i n a i maK hink fi , and anK ch e f
 a , neK maK c n ain ch i i n f he e ec i n and c n enience f e n
 dealing i h anK ch a , neK a he B a d maK hink fi , and maK al a h i e anK
 ch a , neK b-delega e all anK f he e , a h i ie and di c e i n
 e ed in him.

P e i
 a in
 a neK

(B) The C m anK maK bK i ing nde i Seal , em e anK e n , ei he gene allK
 in e ec f anK ecified ma e , a i a , neK e ec e deed and in i men n
 i behalf and t en e in c n ac and ign he ame n i behalf and e e K deed
 igne d bK ch a , neK n behalf f he C m anK and nde hi eal hall bind he
 C m anK and ha e he ame effec a i f i e e nde he Seal.

E ec i n f
 deed bK
 a neK

137. The B a d maK e abli h anK c mmi ee , egi nal l cal b a d agencie f managing
 anK f he affai f he C m anK ei he in he Rele an Te i K el e he e , and maK
 a in anK e n be membe f ch c mmi ee , egi nal l cal b a d
 agencie and maK fi hei em ne a i n , and maK delega e anK c mmi ee , egi nal
 l cal b a d agen anK f he e , a h i ie and di c e 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
 maK a h i e he membe f anK egi nal l cal b a d anK f hem t fill anK

Regi nal
 l cal b a d

acancie, he ein and ac n i, h anding anK ch acancie, and anK ch a in, men, delega i n maK be n ch e m 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 i, h n ice f anK ch ann lmen, a ia i n hall be affec ed, he ebK

138. The B a d maK e abli h and main, ain c e, he e abli hmen, and main, enance f anK c n, ib t K n n-c n, ib t K en i n e ann a i n f nd f he benefi, f, gi e c e, he gi ing f d na i n, g a i i e, en i n, all ance em l men, t, anK e n h a e e e a, anK ime in he em l, Kmen, 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 i, h he C m, anK i, h 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 idie b c ibe t anK in i, i n, a cia i n, cl b f nd calc la ed i be f he benefi, f ad ance he in, e e t 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 Kmen, f a d he in ance f anK ch e n a af e aid, and b c ibe g a an, ee m neK f cha i, able bene len, bjec, f anK e hibi, i n f anK blic, gene al ef l bjec. The B a d maK d anK f he ma, e af e aid, ei, he al ne in c nj nc, i n i, h anK ch he c m, anK a af e aid. AnK Di ec, h lding anK ch em l, Kmen, ffice hall be en, i led, a, i ci 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, i ca e anK d c 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 C m anK in gene al mee ing maK n he ec m menda i n f he B a d e l e ca i ali e anK a f he C m anK e e e (incl ding anK c n ib ed l acc n and al incl ding anK ha e emi m acc n he ndi t ib able e e e, b t bjec t he i i n f he la i h ega d n eali ed fi) ndi ided fi n e i ed f he aKmen i i n f he di idend n anK ha e i h a efe enial igh di idend, and acc dingLK ha ch a t be b-di ided am ng he ha eh lde in ch i n a maK be a ed bK he B a d he he a a all ha eh lde he i e, n c ndi i n ha he ame be n aid in ca h b be a lied ei he in a d aKng anK am n f he ime being n aid n anK ha e held bK ch ha eh lde e ec i elK aKng in f ll ni ed ha e deben e he ec i ie f he C m anK be all ed and di ib ed c edi ed a f lLK aid and am ng ch ha eh lde in ch i n a maK be a ed bK he B a d a af e aid, aLK in ne aK and aLK in he he ided ha f he e f hi BKe-La , anK am n and ing he c edi f anK ha e emi m acc n maK nLK be a lied in he aKng f ni ed ha e be i ed ha eh lde f he C m anK a f lLK aid and ided f he ha anK m and ing he c edi f he ha e emi m acc n maK nLK be a lied in c edi ng a f lLK aid ha e f he ame cla a ha f m hich he ele an ha e emi m a de i ed.

P e
ca i ali e

(B) W he ne e ch a e l i n a af e aid hall ha e been a ed he B a d hall make all a ia i n and a lica i n f he e e e ndi ided fi e l ed be ca i ali ed he ebK and all all men and i e f f lLK aid ha e deben e he ec i ie and gene allK hall d all ac and hing e i ed gi e effec he e . F he e f gi ng effec anK e l i n nde hi BKe-La he B a d maK e le anK diffic LK hich maK a i e in ega d a ca i ali a i n i e a i hink fi and in a ic la maK di ega d f ac i nal en i lemen nd he ame d n and maK de e mine ha ca h aKmen hall be made anK ha eh lde in lie f f ac i nal en i lemen ha f ac i n f ch al e a he B a d maK de e mine maK be di ega ded in de adj he igh f all a ie ha f ac i nal en i lemen hall be agg ega ed and ld and he benefi hall acc e he C m anK a he han he ha eh lde c nce ned. The B a d maK a in anK e n ign n behalf f he e n en i led ha e in a ca i ali a i n i e a c n ac f all men and ch a in men hall be effec i e and binding n all c nce ned, and he c n ac maK ide f he acce ance bK ch e n f he ha e deben e he ec i ie be all ed and di ib ed hem e ec i elK in a i fac i n f hei claim in e ec f he m ca i ali ed.

Effec f
e l i n
ca i ali e

DIVIDENDS, CONTRIBUTED SURPLUS AND RESERVES

141. The C m anK in gene al mee ing maK decla e di idend in anK c encK b n di idend hall e ceed he am n ec mmended bK he B a d.

P e
decla e
di idend

142. (A) The B a d maK bjec t BKe-La 143 f m ime t ime aK he ha eh lde ch in e im di idend a a ea he B a d be j ified bK he i i n f he C m anK and in a ic la (b i h t ej dice t he gene aliK f he f eg ing), if a anK ime he ha e ca i al f he C m anK i di ided in diffe en cla e , he B a d maK aK ch in e im di idend in e ec f h e ha e in he ca i al f he C m anK hich c nfe t he h lde he e f defe ed n n e fe en ial igh a ell a in e ec f h e ha e hich c nfe n he h lde he e f e fe en ial igh i h ega d di idend and ided ha he B a d ac b na fide he B a d hall n inc anK e n ibiliK he h lde f ha e c nfe ing anK e fe ence f anK damage ha heK maK ffe bK ea n f he aKmen f an in e im di idend n anK ha e ha ing defe ed n n e fe en ial igh .

B a d'
in e im
di idend

(B) The B a d maK al aK half aK a he i able in e al t be e tled bK i anK di idend hich maK be aK able a a fi ed a e if he B a d i f he i n i n ha he fi j ifK he aKmen.

143. (A) N di idend hall be decla ed aid and n di ib i n f c n ib ed l made he i e han in acc dance i h he S a e . N di idend hall be aid he i e han f fi a ailable f di ib i n .

Di idend n
be aid
ca i al/Di
f c n ib ed
l

(B) S bjec t he i i n f he C m anie Ac (b i h t ej dice t a ag a h (A) f hi BKe-La), he e anK a e , b ine e K i b gh bK he C m anK a f m a a da e (he he ch da e be bef e afe he inc a i n f he C m anK) he fi and l e he e f a f m ch da e maK a he di c e i n f he Di ec in h le in a be ca ied e en e acc n and ea ed f all e a fi l e f he C m anK and be a ailable f di idend acc dingK S bjec a af e aid, if anK ha e ec i ie a e cha ed c m di idend in e e , ch di idend in e e maK a he di c e i n f he B a d be ea ed a e en e , and i hall n be bliga K ca i ali e he ame anK a he e f .

(C) S bjec t BKe-La 143(D) all di idend and he di ib i n in e ec f ha e in he C m anK hall be a ed and di cha ged, in he ca e f ha e den mina ed in H ng K ng d lla , in H ng K ng d lla , and in he ca e f ha e den mina ed in Unied S a e d lla , in Unied S a e d lla , ided ha , in he ca e f ha e den mina ed in H ng K ng d lla , he B a d maK de e mine in he ca e f anK di ib i n ha ha eh lde maK elec t ecei e he ame in Unied S a e d lla anK he c encK elec ed bK he B a d, c n e i n t be effec ed a ch a e f e change a he B a d maK de e mine.

(D) If, in the initial feedback, the decision is in effect, have
and the system be made by the command and have the
small amount a make system, have the the element
improvable and the the the the the the the the the the
the decision the the the the the the the the the the
Bad, be aid made in the the the the the the the the the the
indicated by the add the the the the the the the the the the

144. N i c e f h e d e c l a a i n f a n i n e i m d i i d e n d h a l l b e g i e n b a d e i e m e n i n h e
R e l e a n T e i t a n d i n c h h e e i t e i t i e a h e B a d m a d e e m i n e a n d
i n c h m a n n e a h e B a d h a l l d e e m i n e .

Nice find in the dictionary

145. N di idend he m neK aKable n in e ec f a ha e hall bea in e e a
again he C m. anK

Nine independent

146. Where e the B a d the C m an in gene al mee ing ha e l ed ha a di idend be aid decla ed, he B a d ma f he e l e ha ch di idend be ai fied h l in a h he di ib i n f ecific a e f an kind and in a ic la f aid ha e , deben e a an b cibe f ec i ie f an the c m an in an ne m e f ch a , i h i h ffe ing an igh ha eh lde elec eeci e ch di idend in ca h, and he e an diffic l a i e in ega d the di ib i n the B a d ma e le he ame a i hink e edien, and in a ic la ma di ega d fac i nal en i lemen nd he ame d n, and ma fi he al e f di ib i n f ch ecific a e , an a the e f, and ma de e mine ha ca h a men hall be made an ha eh lde n he f ing f he al e fi ed in de adj the igh f all a ie and ma de e mine ha fac i nal en i lemen hall be agg ega ed and ld and he benefi hall acc e the C m an a he han the ha eh lde c nce ned, and ma e an ch ecific a e in ee a ma eem e edien the B a d and ma a in an e n ign an e i ie in men f an fe and he d c men n behalf f he e n en i led the di idend and ch a in men hall be effec i e. Whe e e i ie, he B a d ma a in an e n ign a c n ac n behalf f he e n en i led the di idend and ch a in men hall be effec i e. The B a d ma e l e ha n ch a e hall be made a ailable aid ha eh lde i h egi e ed add e e in an a ic la e i e i ie being a e i e i ie he e, in the ab ence f a egi ai n a emen he ecial f mali e , hi ld migh, in the ini n f the B a d, be nla fl im ac icable and in ch e en he n en i lemen f the ha eh lde af e aid hall be eeci e ca h a men a af e aid. 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 an e ha e e .

Di. idend in
ecie

147. (A) When the Board and the Commission in general meeting have decided, having a dividend be paid, declared in the financials of the Commission, the Board may of the
 e l e:

Sc i
di idend

ei he

- i) The chairman be appointed in advance for all members have decided a full aid in the basis, he has all the same class class the class class all each held by the all the decided, he has held the will be held, election received the chairman (the election) in cash in lieu of cash all members. In cash case, the fulling in in hall a
- a) The basis for all members shall be determined by the Board;
- b) The Board, after determining the basis for all members, shall give the chairman the right of election in accordance with them and shall end the chairman's full election and receive the decided to be full and the place a which and the late date and time which will be full of full election be lodged in the be effective;
- c) The right of election may be exercised in election of the whole of the chairman in election of which the right of election has been accorded; and
- d) The chairman (the chairman) be appointed by the all members have a full aid) shall not be able in cash to have in election the full cash election has not been decided (the non-elected have) and in lieu and in addition the full have shall be all decided a full aid the held of the non-elected have the basis for all members determined a full aid and for the Board shall call a meeting and a full for the chairman of the Chairman and a full for the Chairman to be elected (including an special account, contribution, account, have, membership account and capital redemption in the full (if the election is the)) a the Board may determine a meeting, the aggregate nominal amount of the have be all the chairman and a the same in the full the chairman's membership have for all members and distribution and among the held of the non-elected have the chairman.

ii) The ha e all ed an he i i n f a g a h (A) f hi Be-La hall ank *pari pa* in all ec i h he ha e hen in i e a e n a ega d a i i n:

a) The ba i f an ch all men hall be de e mined he B a d;

b) The 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 ec i he ced e be f ll ed and he lace a hich and he la e da e and ime hich d c m le ed f m f elec i n m be l dged in de be effec i e;

c) The igh f elec i n ma be e e ci 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) The 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 able n ha e in e ec he e f he ha e elec i n ha been d e e ci ed (he elec ed ha e) and in lie he e f ha e hall be all ed c edi ed a f aid f 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 f an a f he ndi ided f f he C m an an a f an f he C m an e e e acc n (incl ding an 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 f nd (if he e be an ch e e e)) a he B a d ma de e mine a me al he agg ega e n minal am n f he ha e be all ed n ch ba i and a he ame in a King in f 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 g a h (A) f hi Be-La hall ank *pari pa* in all ec i h he ha e hen in i e a e n a ega d a i i n:

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

ii) in and the di ib i n , b n e igh aid, made, decla ed ann nced
i c n.em ane i h he a men decla a i n f he ele an
di idend;

nle , c n.em ane i h he ann ncemen b he B a d f i al
a i h he i i n f b a a g a h (i) (ii) f a a g a h (A) f hi B e-La in
ela i n he ele an di idend c n.em ane i h i ann ncemen f he
di ib i n , b n igh in , e i n , he B a d hall ecif ha he ha e be
all ed an he i i n f a a g a h (A) f hi B e-La hall ank f
a i c i a i n in ch di ib i n , b n igh .

(C) The B a d ma d all ac and hing c n ide ed nece a e edien gi e effec
an cca i ali a i n an he i i n f a a g a h (A) f hi B e-La i h
f ll e he B a d make ch i i n a he hink fi in he ca e f ha e
bec ming di ib able in fac i n (incl ding i i n he eb in h le in a
fac i nal en i lemen a e agge a ed and ld and he ne eed di ib ed
h e en i led, a e di ega ded nded d n he eb he benefi f
fac i nal en i lemen acc e he C m an a he han he ha eh lde
c nce ned). The B a d ma a h i e an e n en e in n behalf f all
ha eh lde in e e ed an ag eemen i h he C m an iding f ch
cca i ali a i n and ma e inciden al he e and an ag eemen made an ch
a h i hall be effec i e and binding n all c nce ned.

(D) The C m an ma n he ec mmenda i n f he B a d S ecial Re l i n
e l e in e ec f an ne a ic la di idend f he C m an ha n i h anding
he i i n f a a g a h (A) f hi B e-La a di idend ma be a i fied h l in
he f m f an all men f ha e c edied a f l aid i h ffe ing an igh
ha eh lde elec eeci e ch di idend in ca h in lie f ch all men.

(E) The B a d ma n an cca i n de e mine ha igh f elec i n and he all men f
ha e nde a a g a h (A) f hi B e-La hall n be made a ailable made
an ha eh lde i h egi e ed add e e in an e i he e in he ab ence f a
egi a i n a emen he ecial f mali e he ci c la i n f an ffe f ch
igh f elec i n he all men f ha e ld migh be nla f l and in ch
e en he i i n af e aid hall be ead and c n ed bjec ch
de e mina i n.

148. The B a d ma bef e ec mmending an di idend, e a ide f he fi f he Re e
C m an ch m a i hink fi a a e e e e e e hich hall a he di c e i n f
he B a d be a lica ble f mee ing claim n liabili e f he C m an
c n ingencie f a King ff an l an ca i al f e ali ing di idend f an he
e hich he fi f he C m an ma be e a lied, and ending ch
a lica i n ma a he like di c e i n ei he be em l ed in he b ine f he C m an
be in e ed in ch in e men (he han ha e f he C m an a he B a d ma
f m time i hink fi and ha i hall n be nece a kee an in e men

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 i 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 d e n n i d i i b e b k a k f d i i d e n d .

149. U n l e a n d h e e 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 l l k a i d h 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 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 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 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 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 b l e a n k h a e h l d e a l l
m f m n e k (i f a n k) e e n l k a b l e b k h i m h e C m a n k n a c c 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 c h
a m n a h e m e e i n g f i 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 c e e d h e
d i i d e n d 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 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 c h e n
m a k g i e e f f e c a l e c e i 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 b l e i n e e c f c h h a e .

R e c e i f
d i i d e n d b 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 b 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 b k c h e e
a a n e n h 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 c h e n a n d 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 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 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 b k n i h a n d i n g h a i m a k 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 b k
i

Unclaimed
dividend

Rec d date

DISTRIBUTION OF REALISED CAPITAL PROFITS

Di ib i n
f eali ed
ca i al
fi

ANNUAL RETURNS

Annals
Reformation

ACCOUNTS

159. The Board shall cause the accounts to be kept of the moneys received and expended by the Company and the matters in respect of which charges are incurred, to take place; and of the assets, liabilities and financial position of the Company and of all the matters relating to the Share Certificate and the affairs of the Company and the shareholders and the accounts of the Company.
160. The books of accounts shall be kept at the Head Office at each place where the Board think fit and shall also be open to the inspection of the Directors and the shareholders at all times during the ordinary hours of business.
161. The Shareholder (not being a Director) who is entitled to attend and vote at any general meeting of the Company shall have the right to demand and to receive from the Company a copy of the accounts of the Company for the year in which the general meeting is held.
162. (A) The Board shall from time to time cause to be prepared and laid before the Company an annual general meeting of the Company a statement of the accounts of the Company for the year ended on the 31st day of March in each year, and the Board shall also cause to be prepared and laid before the Company an annual general meeting of the Company a statement of the accounts of the Company for the year ended on the 31st day of March in each year.
- (B) Subject to the provisions of the Companies Act, 1947, the Board shall be bound to prepare and lay before the Company an annual general meeting of the Company a statement of the accounts of the Company for the year ended on the 31st day of March in each year, and the Board shall also cause to be prepared and laid before the Company an annual general meeting of the Company a statement of the accounts of the Company for the year ended on the 31st day of March in each year.
- (C) The Company shall cause to be prepared and laid before the Company an annual general meeting of the Company a statement of the accounts of the Company for the year ended on the 31st day of March in each year, and the Board shall also cause to be prepared and laid before the Company an annual general meeting of the Company a statement of the accounts of the Company for the year ended on the 31st day of March in each year.

n ice inf ming he ha eh lde h n if he C m an ha he elec t ecei e
 he f ll financial a emen . The mma i-ed financial a emen , n ice and
 a di ' e t m t be en n t le han t en ne daK bef e he gene al mee ing
 t h e ha eh lde t ha c n en ed and elec ed t ecei e he mma i-ed financial
 t a emen .

- (D) S bjec t Sec i n 88 f he C m anie Ac , he C m an hall end he f ll financial
 t a emen t a ha eh lde i hin e en daK f ecei t f he ha eh lde ' elec i n
 t ecei e he f ll financial t 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 ie 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 hall a each ann al gene al mee ing, b O dina Re l i n, a in
 ne m e fi m f a di t h ld ffice n il he c ncl i n f he ne ann al
 gene al mee ing, b t if an a in men i n t made, he A di in ffice hall
 c n in e in ffice n il a cce i a in ed. A Di ec , ffice em l t e f
 he C m an f an f i b idia ie a a ne , ffice em l t e f an ch
 Di ec , ffice em l t e hall n t be ca able f being a in ed A di f he
 C m an N e n maK be a in ed a he, an, A di , nle he i inde enden
 f he C m an The B a d maK fill an ca al acanK in he ffice f A di , b
 hile an ch acanK c n in e he i ing c n in ing A di (if an) maK
 ac and he em ne a i n f he A di a in ed t fill an ca al acanK maK
 be fi ed b he B a d. S bjec t he e i emen f he ele an t ck e change and
 he e Be-La , an a di a in ed nde hi Be-La t fill an ca al acanK
 hall h ld ffice n il he ne f ll ing ann al gene al mee ing f he C m an and
 ch a in men hall be a ed b he ha eh lde and a ch em ne a i n
 be de e mined in acc dance i h hi Be-La 163(B) and he Li ing R le . S bjec
 a he i e ided b he C m anie Ac , he em ne a i n f he A di hall
 be fi ed b n he a h i f he C m an in he ann al gene al mee ing b
 O dina Re l i n, e ce t ha in an a ic la t e a he C m an in gene al
 mee ing maK delega e he fi ing f ch em ne a i n t he B a d.

- (C) The ha eh lde maK a anK gene al mee ing, c n en ed and held in acc dance i h
 he e Be-La , em e he a di b a e l i n a ed b a lea t t -hi d f
 he e ca b ch ha eh lde a , being en i led t d , e in e n , b
 d K a h i ed c a e e e en a i e , he e ie a e all ed, b K a a
 gene al mee ing a anK ime bef e he e i a i n f hi e m f ffice.

164. The A di hall ha e a igh f acce a all ime t he b k and acc n and che f he C m an and hall be eniled e i e f m he Di ec and f fice f he C m an ch inf ma i n a ma be nece a f he e f mance f hi hei d ie , and he A di hall make a e t he ha eh lde n he acc n e amined b hem and n e e balance hee , c n lida ed balance hee and c n lida ed fi and l acc n in ended t be laid bef e he C m an in he ann al gene al mee ing d ing hei en e f fice a e i ed b he S a e .

A di
ha e igh f
acce
b k and
acc n

165. A e n he han he e i ing A di hall n be ca able f being a in ed A di a an ann al gene al mee ing nle n ice f an in en i n n min a e ha e n t he f fice f A di ha been gi en t he C m an n le han f een da bef e he ann al gene al mee ing , and he C m an hall end a c f an ch n ice t he e i ing A di and hall gi e n ice he e f t he ha eh lde n le han e en da bef e he ann al gene al mee ing ided ha he ab e e i emen ma be ai ed b n ice in i ing b he e i ing A di t he Sec e a ided ha if a e a n ice f he in en i n n min a e A di ha been gi en an ann al gene al mee ing i called f a da e f een da le a e ha n ice ha been gi en , he n ice , h gh n gi en i hin he ime e i ed b hi B e-La , hall be deemed t ha e been e gi en f he e e f , and he n ice be en gi en b he C m an ma in ead f being en gi en i hin he ime e i ed b hi i i n be en gi en a he ame ime a he n ice f he ann al gene al mee ing .

A in men
f a di
he han
e i ing
a di

166. S bjec t he i i n f he C m anie Ac , all ac d ne b an e n ac ing a A di hall , a ega d all e n dealing in g d fai h i h he C m an be alid , n t i h anding ha he e a me defec in hei a in men ha he e e a he ime f hei a in men n , alified f a in men b e en b ecame di alified .

Defec f
a in men

NOTICES

167. (A) (1) E ce t he e he i e e e a ed , an n ice d c men t be gi en t b an e n an t he e B e-la hall be in i ing , t he e en e mi ed b he S a e and an a alicable le e c ibed b The S ck E change f H ng K ng Limi ed f m ime t ime and bjec t hi B e-la , c nained 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) An n ice d c men t be gi en t b an e n an t he e B e-la ma be e ed n deli e ed t an ha eh lde f he C m an ei he e nall b ending i h gh he t in a e aid en el e a e add e ed t ch ha eh lde a hi egi e ed add e a a ea ing in he egi e b lea ing i a ha add e add e ed t he ha eh lde b an he mean a h i ed in i ing b he ha eh lde c nce ned (he han ha e ce ifica e) b bli hing i b a f ad e i emen in a lea ne Engli h lang age ne a e and ne Chine e lang age ne a e ci c la ing

gene ali~~K~~ in~~K~~ the H ng K ng. In ca e f j in~~K~~ h lde f a ha e, all n ice hall be gi en~~K~~ ha ne f~~K~~ the j in~~K~~ h lde h e name and fi~~K~~ in~~K~~ the egi e and n ice gi en hall be fficien~~K~~ n ice all the j in~~K~~ h lde . With limi~~K~~ng the gene ali~~K~~ f the f eg ing b~~K~~ bjec~~K~~ the S a~~K~~ e and an~~K~~ le e c ibed b~~K~~ The S ck E change f H ng K ng Limi ed f m~~K~~ ime~~K~~ ime, a n ice d c men~~K~~ ma~~K~~ be e ed deli e ed b~~K~~ the C m an~~K~~ an~~K~~ ha eh lde b~~K~~ elec~~K~~ nic mean ch add e a ma~~K~~ f m~~K~~ ime~~K~~ ime be a h i ed b~~K~~ the ha eh lde c nce ned b~~K~~ bli hing i~~K~~ n a eb i e and n i~~K~~ng the ha eh lde c nce ned ha i~~K~~ ha been bli hed.

(3) An~~K~~ ch n ice d c men~~K~~ ma~~K~~ be e ed deli e ed b~~K~~ the C m an~~K~~ b~~K~~ efe ence~~K~~ the egi e a i~~K~~ and a an~~K~~ ime n m e han fifteen da~~K~~ bef e the da e f e ice deli e~~K~~ N change in the egi e af e ha~~K~~ ime hall in alida e ha e ice deli e~~K~~ Whe e an~~K~~ n ice d c men~~K~~ i e ed deli e ed an~~K~~ e n in e ec~~K~~ f a ha e in acc dance i h the e Be-la~~K~~ n e n de i ing an~~K~~ ile in e e~~K~~ in ha ha e hall be en i led an~~K~~ f the e ice deli e~~K~~ f ha n ice d c men~~K~~.

(B) (1) An~~K~~ n ice d c men~~K~~ e i ed~~K~~ be en~~K~~ e ed n the C m an~~K~~ n an~~K~~ ffice f the C m an~~K~~ ma~~K~~ be en e ed b~~K~~ lea ing the ame ending i~~K~~ h gh the~~K~~ in a e aid en el e a e add e ed~~K~~ the C m an~~K~~ ch ffice a the Head Office Regi e ed Office.

(2) The B a d ma~~K~~ f m~~K~~ ime~~K~~ ime ecif~~K~~ the f m and manne in hich a n ice ma~~K~~ be gi en~~K~~ the C m an~~K~~ b~~K~~ elec~~K~~ nic mean incl ding ne m e add e e f the ecej~~K~~ f an elec~~K~~ nic c mm nica i n, and ma~~K~~ e c ibe ch ced e a the~~K~~ hink fi f e i~~K~~ng the a hen i c~~K~~ in eg i~~K~~ f an~~K~~ ch elec~~K~~ nic c mm nica i n. An~~K~~ n ice ma~~K~~ be gi en~~K~~ the C m an~~K~~ b~~K~~ elec~~K~~ nic mean n~~K~~ i i gi en in acc dance i h the e i emen~~K~~ ecified b~~K~~ the B a d.

168. An~~K~~ ha eh lde h e egi e ed add e i~~K~~ ide the Rele an~~K~~ Te i~~K~~ ma~~K~~ n i~~K~~ the C m an~~K~~ in i~~K~~ng f an add e in the Rele an~~K~~ Te i~~K~~ hich f the e f e ice f n ice hall be deemed be hi egi e ed add e . Whe e the egi e ed add e f the ha eh lde i~~K~~ ide the Rele an~~K~~ Te i~~K~~ n ice, if gi en h gh the~~K~~ hall be en~~K~~ e aid ai mail le e .

Sha eh lde
f the
Rele an~~K~~
Te i~~K~~

169. An~~K~~ n ice the d c men~~K~~ if en~~K~~ mail~~K~~ age e aid hall be deemed ha e been e ed deli e ed n the da~~K~~ f ll ing ha n hich the le e en el e a e c naining the ame i~~K~~ in the~~K~~ . In i~~K~~ng ch e ice i~~K~~ hall be fficien~~K~~ e ha the le e en el e a e c naining the n ice d c men a e add e ed and i~~K~~ in the~~K~~ a e aid mail. An~~K~~ n ice d c men~~K~~ n en~~K~~ b~~K~~ b~~K~~ lef b~~K~~ the C m an~~K~~ a the add e f a ha eh lde n ed n the egi e hall be deemed ha e been e ed deli e ed n the da~~K~~ i a lef. An~~K~~ n ice d c men~~K~~ if en~~K~~ b~~K~~ elec~~K~~ nic mean (incl ding h gh an~~K~~ ele an~~K~~ em), hall be

When n ice
b~~K~~
deemed~~K~~ be
e ed

[illegible]

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

Se ice f
n ice
e n
eniled n
deah, men, al
di de
bank GK

171. And e n h bK e a i n f l a , 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 ene ed n he egi e hall ha e been d lK gi en t he e n
f m h m he de i e hi i le ch ha e.

Tan fee
be b nd bK
i n ice

172. And n ice d c men, deli e ed en, bK , lef a, he egi e ed add e f,
anK ha eh lde in, 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 lK e ed in e, ec, f anK egi e ed ha e he, he
held lelK j in, lK 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 c men, n hi
e nal e e en, a i e and all e n (if anK j in, lK in e e ed i, h him in anK ch
ha e .

Nice alid
h gh
ha eh lde
decea ed,
bank

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

H n ice
be igned

INFORMATION

174. N ha eh lde (n being a Di ec.) hall be eniled e, i e di c e, f anK
inf mai 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, f ade ec e ce hich maK elae the
c nd c f he b ine f he C m anK hich in he ini n f he B ad i ill be
ine edien in he ine e f he ha eh lde f he C m anK c mm nica e the
blic.

Sha eh lde
n i en i led
i inf ma i n

WINDING UP

A...endi 3,
...a a 21

175. A e l i n ha the C m anK be nd bK the C be nd l n a iK hall be a S ecial Re l i n .

M de f
inding

176. If he C m anK hall be nd , he l a e emaining af e aKmen all c edi hall be di ided am ng he ha eh lde in i n he ca i al aid n he ha e held bK hem e ec i eK and if ch l a e hall be in fficien e aK he h le f he aid ca i al , heK hall be di ib ed bjec , he igh f anK ha e hich maK be i ed n ecial e m and c nd i n , ha , a nea K a maK be , he l e hall be b ne bK he ha eh lde in i n he ca i al aid n he ha e held bK hem e ec i eK

Di ib i n
f a e in
inding

177. If he C m anK hall be nd (he he he li ida i n i l n aK de ed bK he C) he li ida maK i h he anc i n f a S ecial Re l i n , di ide am ng he ha eh lde in ecie kind he h le anK a f he a e f he C m anK he he a e hall c n i f e K f ne kind hall c n i f e ie f diffe en kind and he li ida maK f ch e , e ch al e a he deem fai n anK ne m e cla cla e f e K be di ided a af e aid and maK de e mine h ch di i i n hall be ca ied a be een he ha eh lde diffe en cla e f ha eh lde and he ha eh lde i hin each cla . The li ida maK i h he like anc i n , e anK a f he a e in ee n ch f he benefi f ha eh lde a he li ida , i h he like anc i n , hall hink fi , b ha n ha eh lde hall be c m elled acce anK ha e he a e n hich he e i a liabiliK

A e , maK
be di ib ed
in ecie

INDEMNITY

178. Sa e and e ce fa a he i i n f hi BKe-La hall be a ided bK anK i i n f he S a e , he Di ec , Managing Di ec , al e na e Di ec , A di , Sec e aK and he ffice f he ime being f he C m anK and he ee (if anK) f he ime being ac ing in elai n anK f he affai f he C m anK and hei e ec i e e ec admini a , hall be indemnified and ec ed ha mle f he a e f he C m anK f m and again all ac i n , c , cha ge , l e , damage and e en e hich heK anK f hem , hei anK f hei e ec admini a , hall maK inc ain bK ea n f anK ac d ne , c nc ed in mitted in ab he e ec i n f hei d K ed d K in hei e ec i e ffice , e ce ch (if anK) a heK hall inc ain h gh hei n ilf l neglec defa l , f a d and di h ne e ec i eK and n ne f hem hall be an e able f he ac , ecei , neglec defa l f anK he f hem , f j ining in anK ecei f he ake f c nf miK f anK banke he e n i h h m anK m neK effec f he C m anK hall be l dged de i ed f afe c dK f he in fficienK deficienK f anK ec iK n hich anK m neK f he C m anK hall be laced

IndemniK

in e ed, f anK he l , mi f ne damage hich maK ha en in he e ec i n f
 hei e ec i e ffice i i , in elai n he e , e ce i a he ame hall ha en bK
 h gh hei n ilf l neglec defa l, f a d and di h ne K e ec i elK

UNTRACEABLE SHAREHOLDERS

179. Wi h i ej dice i 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 bK i f ch che, e a an ha e been lef nca hed n
 c n ec i e cca i n . H e e , he C m anK maK e e ci e he e i cea e ending
 che, e f di idend en i lemen di idend a an af e he fi i 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 f a 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 i al n mbe , f anK m aKable
 in ca h i 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 bK 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 eeci ed anK indica i n f he e i ence f he ha eh lde
 h i he h lde f ch ha e f a e n en i led i ch ha e bK deah,
 bank K e a i n f la ;

iii) he C m anK ha ca ed an ad e i emen i 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 h ee m n h ha ela ed ince he da e f
 ch ad e i emen; and

i) he C m anK ha n ified he i ck e change in he Rele an Te i K f i in en i n
 i effec ch ale.

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

T gi e effec i anK ch ale he B a d maK a h i e anK e n i an fe he aid
 ha e and he in i men f an fe igned he i e e ec ed bK n behalf f ch
 e n hall be a effec i e a i f i had been e ec ed bK he egi e ed h lde he e n
 en i led bK an mi i n i ch ha e , and he cha e hall n be b nd i ee i he
 a lica i n f he cha e m neK n hall hi i le i he ha e be affec ed bK anK
 i eg la i K in alidi K in he ceeding elaing i he ale. The ne ceed f he
 ale ill bel ng i he C m anK and n eeci bK he C m anK f ch ceed i hall
 bec me indeb ed i he f me ha eh lde f an am n e al ch ne ceed . N
 i i hall be cea ed in e ec f ch deb and n in e e i hall be aKable in e ec f

it and the Company shall not be entitled to account for any money received from the proceeds which may be employed in the business of the Company as it thinks fit. And the said Bill-Laws shall be valid and effective in all things touching the same notwithstanding the said death, bankruptcy or legal disability of any person.

DESTRUCTION OF DOCUMENTS

181. Subject to the Companies Act, the Company may delete any

RESIDENT REPRESENTATIVE

182. Pursuant to the provisions of the State, the Board shall, following the Commandment, have a minimum of five directors in Bermuda, and in a Resident Representative defined in the State, acting in behalf in Bermuda and maintain all checked accounts be established by the State to be maintained in Bermuda and make all necessary filing with the Ministry of Finance and Registrar of Companies in Bermuda accounts established by the State and finally the income in the State of affairs of the Resident Representative's office in the Commandment.

Resident
Representative

MAINTENANCE OF RECORDS

183. The Commandment shall keep a record of the Resident Representative, in accordance with the provisions of the State, the following:

Maintenance
records

- i) minutes of all proceedings of general meeting of the Commandment;
- ii) all financial statements, established by the Commandment and the Company Accounts of the Audit, the income;
- iii) all records of accounts, established by Section 83 of the Company Accounts, be kept in Bermuda; and
- iv) all checked documents, accounts established in order to provide evidence of the continued liability of the Commandment and an amended check change within the meaning of the Company Accounts.

SUBSCRIPTION RIGHT RESERVE

184. (A) Subject to the State if, following an application of the right attaching to an authorized by the Commandment, subscribe for shares of the Commandment shall remain effective, the Commandment and its agents, engage in an action which, as a result of an adjustment of the subscription price in accordance with the provisions applicable under the memorandum and conditions of the shares, would reduce the subscription price below the par value of a share, then the following provisions shall apply:

Subscription
right reserve

- i) as from the date of such action the Commandment shall establish and the certificate (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 added be established by the company and applied in a sinking fund in full the nominal amount of the additional shares established by the company and all related credited a full dividend and a bonus (iii) below the reserve in full of all the

the S b c i . i n igh, standing and shall a... the S b c i . i n Righ, Re e e in
aKing in f ll ch difference in e ec, f ch addi i nal ha e a and then
he ame a e all ed;

ii) the S b c i . i n Righ, Re e e hall n t be ed f an... e the han ha
ecified ab e nle all the e e e f the C m an... (the han the ha e
emi m acc n and ca i al edem i n e e e f nd) ha e been ed and ill
n... be ed t make g d l e f the C m an... if and fa a i e, i ed b...
la ;

iii) n the e e ci e f all an... f the b c i . i n igh, e e ened b... an...
a an, the ele an, b c i . i n igh, hall be e e ci able in e ec, f a
n minal am n f ha e e, al the am n in ca h hich the h lde f ch
a an i e, i ed t... n e e ci e f the b c i . i n igh, e e ened
the eb... (, a the ca e ma... be the ele an... i n the e f in the e en f a
a i al e e ci e f the b c i . i n igh,) and, in addi i n, the e hall be all ed
in e ec, f ch b c i . i n igh, the e e ci ing a an h lde, c ed i ed a
f l... aid, ch addi i nal n minal am n f ha e a i e, al the difference
be een:

a) the aid am n in ca h hich the h lde f ch a an i e, i ed t...
n e e ci e f the b c i . i n igh, e e ened the eb... (, a the ca e
ma... be the ele an... i n the e f in the e en f a a i al e e ci e f the
b c i . i n igh,); and

b) the n minal am n f ha e in e ec, f hich ch b c i . i n igh,
ld ha e been e e ci able ha ing ega d t the i i n f the
c ndi i n f the a an, had i been ible f ch b c i . i n igh,
e e en the igh, b c i be f ha e a le han a ;

and immedia... n ch e e ci e m ch f the m anding t the c ed i f
the S b c i . i n Righ, Re e e a i e, i ed t... in f ll ch addi i nal
n minal am n f ha e hall be ca i ali ed and a lied in aKing in f ll
ch addi i nal n minal am n f ha e hich hall f h i h be all ed
c ed i ed a f l... aid t the e e ci ing a an h lde ; and

i) if n the e e ci e f the b c i . i n igh, e e ened b... an... a an the
am n anding t the c ed i f the S b c i . i n Righ, Re e e i n t fficien,
aKing in f ll ch addi i nal n minal am n f ha e e, al ch
difference a af e aid t hich the e e ci ing a an h lde i en i led, the
B a d hall a... an... fi e e e hen the eaf e bec ming a i able
(incl ding, the e en e mi ed b... la i i l 5g acc ha e

aid have of the Command when in it. Pending changes, and
all men, the receiving a handle shall be issued by the Command in a

STOCK

186. The following line shall have effect, at any time and from time to time, as the Commission may think fit, in the Schedule :

- (1) The C m anK maK bK O dina K Re l i n c n e , anK aid ha e in ck, and maK f m i m e i m e bK like e l i n e c n e , anK ck in aid ha e f anK den mi n a i n .
- (2) The h l d e f ck maK an fe he ame anK a he e f in he ame manne , and bjec he ame eg la i n a and bjec hich he ha e f m hich he ck a e migh i c n e i n ha e been an fe ed a nea he e a ci c m ance admi b he Di ec maK f m i m e i m e , if heK hink fi fi he minim m am n f ck an fe able and e ic f bid he an fe f f ac i n f ha minim m , b ha ch minim m hall n e ceed he n minal am n f he ha e f m hich he ck a e . N a an bea e hall be i ed in e ec f anK ck .
- (3) The h l d e f ck hall , acc ding he am n f he ck held bK hem , ha e he ame igh i ilege and ad an age a ega d di idend , a i ci a i n in a e n a inding ing a mee ing , and he ma e , a if heK held he ha e f m hich he ck a e , b n ch i ilege ad an age (e ce a i ci a i n in the di idend and fi f he C m anK) hall be c nfe ed bK an am n f ck hich ld n , if e i ing in ha e , ha e c nfe ed ch i ilege ad an age .
- (4) S ch f he i i n f he e B e - La a a e a l i c a b l e aid ha e hall a K ck , and he d ha e and ha eh l d e he ein hall incl de ck and ck h l d e .