

Company No. 01000000

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

J&N INVESTMENTS (ASIA) LIMITED

At an Extraordinary General Meeting of the Members of the Company, duly convened and held at the registered office, Tingewick Road, Buckingham, MK18 1AN on 9th September 1991, the subjoined resolution was duly passed as a Special Resolutions.

SPECIAL RESOLUTIONS

1. That the Memorandum of Association of the Company be and is hereby amended by the inclusion of a new clause:

3(v) to give guarantees and indemnities and all manner of assurances against loss in respect of the debts, obligations and liabilities of any person, firm or corporation, whether related to the Company or not and wherever resident, formed or incorporated and whether or not in any manner connected with or related to the Company, in favour of any person, firm, corporation or financial institution, and to secure, mortgage, charge and pledge all or any of the Company's property, assets or revenues in support of the obligations or any such person, firm or corporation, in each case whether with or without consideration or benefit to the Company and notwithstanding that the Company derives no benefit from the same at any time, and whether or not the same is in the interests of the Company, the power contained in this paragraph shall be a separate, distinct and independent object of the Company and not ancillary or incidental to any of the other Objects set out in any other paragraph, nor shall it be limited or restricted by references to or inference from the terms of any other paragraph.

and the existing Clause 3(v) to be renumbered 3(w)

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2. That the Memorandum of Association of the Company be and is hereby amended by the deletion of Clause 5 and the substitution of the following in its stead.

5.1 The Company's share capital is £2,000 divided in 1,000 ordinary shares of £1 each and 1,000 non-cumulative preference shares of £1 each with the respective rights hereinafter set out.

5.2 The non-cumulative preference shares shall entitle the holders thereof to the following rights:

- a) as regards dividend, the Company shall, in priority to payment of any dividend to all other shareholders, pay to the holders of the preference shares, a fixed non-cumulative preferential dividend ("the Preference Dividend") at the rate equal to 10% per annum (net of any advance corporation tax payable by the Company) accruing on a daily basis on the amount paid up or credited as paid up on such shares (including any premium at which such shares were issued), such dividend to become due (whether or not declared) and be payable yearly in arrears and thereafter to the ordinary shareholders and preference shareholders in proportion to the value of their paid up share capital then in issue;
- b) as regards capital, on return of assets on a liquidation, reduction of capital or otherwise, the holders of preference shares shall be entitled (in proportion to the numbers of preference shares held by each of them), to be paid out of the surplus assets of the Company remaining after payment of its liabilities in priority to all other shareholders the amount paid up or credited as paid up on preference shares (including any premium at which such shares were issued), together with a sum equal to any accruals of the preference dividend, whether or not earned or declared and whether or not the Company has had at any time sufficient distributable profits to pay such dividends, calculated on to the date of the return of capital and thereafter to rank equally with the ordinary shareholders in the return of any surplus.

c) as regards voting in general meetings:

i) the holders of the preference shares shall be entitled to receive notice of and to attend at general meetings of the Company shall be entitled to vote upon any resolution;

1. the resolution is one which varies, modifies, alters or abrogates any of the rights, privileges, limitations or restrictions attaching to the preference shares;

2. the resolution is to reduce the share capital of the Company;

3. it effects the management and control of the Company;

ii) when entitled to vote pursuant to sub-paragraph 1) above, every holder of preference shares who (being an individual) is present in person or by proxy or (being a corporation) is being present by a duly authorised representative, shall have one vote on a show of hands and on a poll, every holder of preference shares so present shall have one vote for each preference share held by him;

d) The preference shares shall be converted into ordinary shares if approved by special resolutions of the ordinary and non-cumulative preference shareholders of the Company.

5.3 a) The ordinary shares shall entitle the holders thereof to the following rights:

i) as regards dividend the Company shall, in each financial year pay dividends or other distributions to the extent permissible to the ordinary shareholders and preference shareholders in proportion to the value of their paid up share capital then in issue only after payment in full of the preference dividend pursuant to Article (5.2);

ii) as regards capital, on a return of assets on a liquidation, reduction of capital or otherwise, all assets available for distribution (after payment to the holders of preference shares of the amounts due to them under Article (5.2)) shall be distributed to them the ordinary shareholders and preference shareholders in proportion to the value of their respective paid-up share capital.

iii) as regards voting in general meetings, the holders of the ordinary shares shall be entitled to receive notice of and to attend and vote at general meetings of the Company. On show of hands every holder of an ordinary share (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative, shall have two votes and on poll, every holder of an ordinary share so present shall have two votes for each ordinary share held by him.

J. R. L. R.
Chairman