

This is a consolidated version not formally adopted by shareholders at a general meeting. Should there be any discrepancy between the English and the Chinese versions of this document, the English version shall prevail.

Memorandum of Association

and

Bye-Laws

of

ICube Technology Holdings Limited
中國微電子科技集團有限公司*
(Incorporated in Bermuda with limited liability)

Incorporated the 1st day of September, 1993

* *for identification purposes only*



THE COMPANIES ACT 1981
MEMORANDUM OF ASSOCIATION OF
COMPANY LIMITED BY SHARES

(Section 7(1) and (2))

MEMORANDUM OF ASSOCIATION

OF

Chaifa Holdings Limited

.....
(hereinafter referred to as "the Company")

1. The liability of the members of the Company is limited to the amount (if any) for the time being unpaid on the shares respectively held by them.
2. We, the undersigned, namely,

NAME	ADDRESS	BERMUDIAN STATUS (Yes/No)	NATIONALITY	NUMBER OF SHARES SUBSCRIBED
James A. Pearman	Clarendon House 2 Church Street Hamilton HM 11 Bermuda.	Yes	British	One Share
Nicolas G. Trollope	-ditto-	Yes	British	One Share
John C. R. Collis	-ditto-	Yes	British	One Share

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.

The Company was incorporated under the name "Chaifa Holdings Limited". The Company's name changed to "139 Holdings Limited" on 22 September 2000, and to "GR Vietnam Holdings Limited" on 26 November 2007, and to "ICube Technology Holdings Limited" on 9 November 2010.

3. The Company is to be exempted/~~local~~* Company as defined by the Companies Act 1981.

4. The Company has power to hold land situated in Bermuda not exceeding in all, including the following parcels -

Nil

5. The authorised share capital of the Company is HK\$100,000.00 divided into shares of HK\$0.10 each. The minimum subscribed share capital of the Company is HK\$100,000.00.

6. The objects for which the Company is formed and incorporated are -

As per attached Schedule

* Delete as applicable

The authorised share capital of the Company is now HK\$600,000,000.00 divided into 60,000,000,000 shares of HK\$0.01 each.

THE COMPANIES ACT 1981
MEMORANDUM OF ASSOCIATION OF
COMPANY LIMITED BY SHARES
(Section 7(1) and (2))

CHAIFA HOLDINGS LIMITED

Schedule to Form 2
Objects/Powers of the Company

6. Objects of the Company

- 1) to act and to perform all the functions of a holding company in all its branches and to co-ordinate the policy and administration of any subsidiary company or companies wherever incorporated or carrying on business or of any group of companies of which the Company or any subsidiary company is a member or which are in any manner controlled directly or indirectly by the Company.
- 2) to act as an investment company and for that purpose to acquire and hold upon any terms and, either in the name of the Company or that of any nominee, shares, stock, debentures, debenture stock, annuities, notes, mortgages, bonds, obligations and securities, foreign exchange, foreign currency deposits and commodities, issued or guaranteed by any company wherever incorporated or carrying on business, or by any government, sovereign, ruler, commissioners, public body or authority, supreme, municipal, local or otherwise, by original subscription, tender, purchase, exchange, underwriting, participation in syndicates or in any other manner and whether or not fully paid up, and to make payments thereon as called up or in advance of calls or otherwise and to subscribe for the same, whether conditionally or absolutely, and to hold the same with a view to investment, but with the power to vary any investments, and to exercise and enforce all rights and powers conferred by or incident to the ownership thereof, and to invest and deal with the moneys of the Company not immediately required upon such securities and in such manner as may be from time to time determined.
- 3) as set out in paragraphs (b) to (n) and (p) to (u) inclusive of the Second Schedule to The Companies Act 1981.

The Company was incorporated under the name “Chaifa Holdings Limited”. The Company’s name changed to “139 Holdings Limited” on 22 September 2000, and to “GR Vietnam Holdings Limited” on 26 November 2007, and to “ICube Technology Holdings Limited” on 9 November 2010.

CHAIFA HOLDINGS LIMITED

Page 2
Schedule to Form 2
Objects/Powers of the Company

7. Powers of the Company:
- 1) the Company shall, pursuant to Section 42 of The Companies Act 1981, have the power to issue preference shares which are, at the option of the holder, liable to be redeemed.
 - 2) the Company shall, pursuant to Section 42A of The Companies Act 1981, have the power to purchase its own shares.
 - 3) the Company shall have the power to grant pensions, annuities, or other allowances, including allowances on death, to or for the benefit of any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or whom the Company considers have any moral claim on the Company or to their relations, connections or dependants, and to establish or support or aid in the establishment or support of any associations, institutions, clubs, schools, building and housing schemes, funds and trusts, and to make payments toward insurance or other arrangements likely to benefit any such persons or otherwise advance the interests of the Company or of its Members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its Members or for any national, charitable, benevolent, educational, religious, social, public, general or useful object.
 - 4) the Company shall not have the power set out in paragraph 8 of the First Schedule to The Companies Act 1981.

The Company was incorporated under the name “Chaifa Holdings Limited”. The Company’s name changed to “139 Holdings Limited” on 22 September 2000, and to “GR Vietnam Holdings Limited” on 26 November 2007, and to “ICube Technology Holdings Limited” on 9 November 2010.

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

.....

.....

James A. Pearman (signed)

Coralie Hayward (signed)

Nicolas G. Trollope (signed)

Coralie Hayward (signed)

John C. R. Collis (signed)

Coralie Hayward (signed)

(Subscribers)

(Witnesses)

SUBSCRIBED this Twenty-sixth day of August, 1993

THE COMPANIES ACT 1981

FIRST SCHEDULE

A company limited by shares may exercise all or any of the following powers subject to any provision of the law or its memorandum –

- ~~1. to carry on any other business capable of being conveniently carried on in connection with its business or likely to enhance the value of or making profitable any of its property or rights;~~
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 authorized 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, processes, distinctive marks and similar rights;
4. to enter into partnership or into any arrangement for sharing of profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person carrying on or engaged in or about to carry on or engage in any business or transaction that the company is authorized to carry on or engage in or any business or transaction capable of being conducted so as to benefit the company;
5. to take or otherwise acquire and hold securities in any other body corporate having objects altogether or in part similar to those of the company or carrying on any business capable of being conducted so as to benefit the company;
6. subject to section 96 to lend money to any employee or to any person having dealings with the company or with whom the company proposes to have dealings or to any other body corporate any of whose shares are held by the company;
7. to apply for, secure or acquire by grant, legislative enactment, assignment, transfer, purchase or otherwise and to exercise, carry out and enjoy any charter, licence, power, authority, franchise, concession, right or privilege, that any government or authority or any body corporate or other public body may be empowered to grant, and to pay for, aid in and contribute toward carrying it into effect and to assume any liabilities or obligations incidental thereto;
- ~~8. to establish and support or aid in the establishment and support of associations, institutions, funds or trusts for the benefit of employees or former employees of the company or its predecessors, or the dependants or connections of such employees or former employees, and grant pensions and allowances, and make payments towards insurance or for any object similar to those set forth in this paragraph, and to subscribe or guarantee money for charitable, benevolent, educational or religious objects or for any exhibition or for any public, general or useful objects;~~

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 twenty-one years, being land "*bone 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 similar period 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 the provisions of 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, subsidize or otherwise assist or take part in the construction, improvement, maintenance, working, management, carrying out or control thereof;
15. to raise and assist in raising money for, and aid by way of bonus, loan, promise, endorsement, guarantee or otherwise, any person and guarantee the performance or fulfilment of any contracts or obligations of any person, and in particular guarantee the payment of the principal of and interest on the debt obligations of any such person;
16. to borrow or raise or secure the payment of money in such manner as the company may think fit;
17. to draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants and other negotiable or transferable instruments;
18. when properly authorized to do so, to sell, lease, exchange or otherwise dispose of the undertaking of the company or any part thereof as an entirety or substantially as an entirety for such consideration as the company thinks fit;

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. to cause the company to be registered and recognized in any foreign jurisdiction, and designate persons therein according to the laws of that foreign jurisdiction or to represent the company and to accept service for and on behalf of the company of any process or suit;
22. to allot and issue fully-paid shares of the company in payment or part payment of any property purchased or otherwise acquired by the company or for any past services performed for the company;
23. to distribute among the members of the company in cash, kind, specie or otherwise as may be resolved, by way of dividend, bonus or in any other manner considered advisable, any property of the company, but not so as to decrease the capital of the company unless the distribution is made for the purpose of enabling the company to be dissolved or the distribution, apart from this paragraph, would be otherwise lawful;
24. to establish agencies and branches;
25. to take or hold mortgages, hypothecs, liens and charges to secure payment of the purchase price, or of any unpaid balance of the purchase price, of any part of the property of the company of whatsoever kind sold by the company, or for any money due to the company from purchasers and others and to sell or otherwise dispose of any such mortgage, hypothec, lien or charge;
26. to pay all costs and expenses of or incidental to the incorporation and organization of the company;
27. to invest and deal with the moneys of the company not immediately required for the objects of the company in such manner as may be determined;
28. to do any of the things authorized by this subsection and all things authorized by its memorandum as principals, agents, contractors, trustees or otherwise, and either alone or in conjunction with others;
29. to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the company.

Every company may exercise its powers beyond the boundaries of Bermuda to the extent to which the laws in force where the powers are sought to be exercised permit.

THE COMPANIES ACT 1981

SECOND SCHEDULE

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) buying, selling, hiring, letting and dealing in conveyances of any sort; and
- (s) employing, providing, hiring out and acting as agent for artists, actors, entertainers of all sorts, authors, composers, producers, engineers and experts or specialists of any kind.

- (t) to acquire by purchase or otherwise hold, sell, dispose of and deal in real property situated outside Bermuda and in personal property of all kinds wheresoever situated.
- (u) to enter into any guarantee, contract of indemnity or suretyship and to assure, support or secure with or without consideration or benefit the performance of any obligations of any person or persons and to guarantee the fidelity of individuals filling or about to fill situations of trust or confidence.

BYE-LAWS

OF

ICube Technology Holdings Limited

中國微電子科技集團有限公司*

(Incorporated in Bermuda with limited liability)

(Adopted pursuant to written resolutions passed on 22 February 1994 and embodied all amendments passed by special resolutions up to 28 August 2006)

INTERPRETATION

Interpretation	1(A)	The headings and marginal notes to these Bye-laws are inserted for convenience only and shall not affect the interpretation of these Bye-laws. In these Bye-laws, if not inconsistent with the subject or context:
appointed newspaper		“appointed newspaper” shall have the meaning as defined in the Companies Act.
associate		“associate” shall have the meaning attributed to it in the rules of the Stock Exchange.
Auditors		“Auditors” shall mean the auditors for the time being of the Company.
Board		“Board” shall mean the Directors from time to time and for the time being of the Company or such of the Directors as are present at a duly convened meeting of the Directors of the Company at which a quorum is present.
Capital		“capital” shall mean the share capital from time to time of the Company.
Chairman		“Chairman” shall mean the chairman presiding at any meeting of members or of the Board.
Company		“Company” shall mean [#] Chaifa Holdings Limited.
Director		“Director” shall mean a director for the time being of the Company.

* for identification purposes only

The Company was incorporated under the name “Chaifa Holdings Limited”. The Company’s name changed to “139 Holdings Limited” on 22 September 2000, and to “GR Vietnam Holdings Limited” on 26 November 2007, and to “ICube Technology Holdings Limited” on 9 November 2010.

dividend	“dividend” shall include bonus, scrip dividends, distributions in specie or in kind, capital distributions and capitalisation issues, if not inconsistent with the subject or context.
dollars	“dollars” and “\$” shall mean the lawful currency of Hong Kong.
Head Office	“Head Office” shall mean such office of the Company as the Directors may from time to time determine to be the principal office of the Company.
month	“month” shall mean a calendar month.
Newspapers	“Newspapers” in relation to any newspaper circulating in the Relevant Territory shall mean a newspaper published daily and circulating generally in the Relevant Territory and specified in the list of newspaper issued and published by the relevant government authority in the Relevant Territory (if any).
Ordinary Resolution	“Ordinary Resolution” shall mean a resolution passed by a simple majority of such members as, being entitled to do so, vote in person or by proxy at a general meeting of the Company of which not less than fourteen (14) days’ notice has been duly given.
paid up	“paid up” shall mean paid up or credited as paid up.
Register	“Register” shall mean the principal register of members of the Company in Bermuda and shall include any branch registers to be kept pursuant to the Companies Act.
Registered Office	“Registered Office” shall mean the registered office of the Company in Bermuda for the time being.
Registration Office	“Registration Office” shall mean in respect of any class of share capital such place or places in the Relevant Territory or elsewhere where the Board from time to time determines to keep a branch register of members in respect of that class of share capital and where (except in cases where the Board otherwise agrees) transfers or other documents of title for such class of share capital are to be lodged for registration and are to be registered.
Relevant Territory	“Relevant Territory” shall mean Hong Kong or such other territory as the Board may from time to time decide where the issued share capital of the Company is primarily listed on a stock exchange in such territory.

seal	“seal” shall mean one or more seals of the Company (including a duplicate or a securities seal) for use in Bermuda or in any place outside Bermuda.
Secretary	“Secretary” shall mean the person, firm or corporation for the time being performing the duties of that office of the Company and includes any assistant, temporary or deputy secretary.
share	“share” shall mean a share in the capital of the Company and includes stock except where a distinction between stock and shares is expressed or implied.
shareholders members	“shareholders” or “members” shall mean the duly registered holders (including joint holders) from time to time of the shares.
Special Resolution	“Special Resolution” shall mean a resolution passed by a majority of not less than three-fourths of the votes cast by such members as, being entitled so to do, vote in person or, in the cases of such members which are corporations, vote by their respective duly authorised representatives or, where proxies are allowed, vote by proxy at a general meeting of which not less than twenty-one (21) days’ notice, specifying the intention to propose the resolution as a special resolution, has been duly given. Provided that except in the case of an annual general meeting, if it is so agreed by a majority in number of the members having a right to attend and vote at any such meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right, a resolution may be proposed and passed as a Special Resolution at a meeting of which less than twenty-one (21) days’ notice has been given.
Stock Exchange	“Stock Exchange” shall mean the principal stock exchange in the Relevant Territory on which the issued shares of the Company are primarily listed.
Companies Act	“Companies Act” shall mean The Companies Act 1981 of Bermuda (as amended) and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor; and in the case of any such amendment and substitution the references in these Bye-laws to the provisions of the Companies Act shall be read as references to the provisions thereof as amended or substituted therefor in the new Companies Act.
these Bye-laws	“these Bye-laws” shall mean the present Bye-laws and all supplementary, amended or substituted Bye-laws for the time in force.

Transfer Office	“Transfer Office” shall mean the place where the Register is situate for the time being in accordance with the Companies Act.
writing printing	“writing” or “printing” shall include writing, printing, lithography, photography, type-writing, cable and telex messages, facsimile transmission and any and every other mode of representing or reproducing words or figures in a visible, legible and non-transitory form.
Clearing House	a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction.
year	“year” shall mean calendar year.
Words in the Companies Act to bear same meaning in Bye-laws	<p>(B) In these Bye-laws:</p> <p>(i) any words defined in the Companies Act shall unless otherwise defined herein and if not inconsistent with the subject and/or context, bear the same meanings when used in these Bye-laws;</p> <p>(ii) words importing individuals shall include companies and corporations and vice versa;</p> <p>(iii) words denoting the singular shall include the plural and vice versa; and</p> <p>(iv) words importing any gender shall include all genders and vice versa.</p>

SHARE CAPITAL AND MODIFICATION OF RIGHTS

Capital	## 2. The authorised capital of the Company at the date of the adoption of these Bye-law is \$50,000,000 divided into 500,000,000 ordinary shares of \$0.10 each.
Power of Company to purchase its own shares and warrants	3. Subject to the Companies Act and where applicable, the rules of the Stock Exchange, the power of the Company to purchase or otherwise acquire its own shares and/or warrants shall be exercisable by the Board upon such terms and subject to such conditions as it thinks fit.

The authorised share capital of the Company is now HK\$600,000,000.00 divided into 60,000,000,000 shares of HK\$0.01 each.

- Issue of shares 4. Without prejudice to any special rights or restrictions for the time being attaching to any shares or class of shares, any share may be issued upon such terms and conditions and with such preferred, deferred or other special rights, or such restrictions, whether as regards dividend, voting, return of capital or otherwise, as the Company may from time to time by Ordinary Resolution determine (or, in the absence of any such determination or so far as the same may not make specific provision, as the Board may determine) and any preference share may, subject to the provisions of the Companies Act and with the sanction of a Special Resolution, be issued on terms that it is liable to be redeemed upon the happening of a specified event or upon a given date and either at the option of the Company or, if so authorised by the Memorandum of Association of the Company, at the option of the holder. Fractions of shares or percentage may be issued and shall carry the appropriate fraction or percentage of the rights attached to a full share, including voting. Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all Members alike.
- Issue of Warrants 5. The Board may issue warrants to subscribe for any class of shares or securities of the Company on such terms as it may from time to time determine. Where power is exercised to issue warrants to bearer, no new warrant shall be issued to replace any warrant that has been lost, unless the Board is satisfied beyond reasonable doubt that the original has been destroyed and the Company has received an indemnity in such form as the Board shall think fit with regard to the issue of any such new warrant.
- How rights of shares may be varied 6. For the purpose of Section 47 of the Companies Act, if at any time the share capital is divided into different classes of shares, all or any of the special rights attached to any class of shares for the time being forming part of the capital of the Company (unless otherwise provided by the term of issue of the shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated either while the Company is a going concern or during or in contemplation of a winding-up, with the consent in writing of the holder(s) of not less than three-fourths in nominal value of the issued shares of that class, or with the sanction of a Special Resolution passed at a separate general meeting of holders of the shares of that class. To every such separate general meeting of holders of the shares of that class.

To every such separate general meeting, all the provisions of these Bye-laws relating to general meetings of the Company or the proceedings thereat shall mutatis mutandis apply, except that the necessary quorum (other than at an adjourned meeting) shall be two (2) persons (in the case of a member being a corporation, acting by its duly authorised representative) at least holding or representing by proxy, one-third in nominal value of the issued shares of the class, however, in the case of a company having only one member, one member present in person or by proxy constitutes the necessary quorum (but so that if at any adjourned meeting of such holders a quorum as above defined is not present any two persons (in the case of a member being a corporation, acting by its duly authorised representative) holding shares of the class or their proxies shall be a quorum whatever the number of shares held by them) and that any holder of shares of the class present in person or by proxy may demand a poll and shall, on a poll, have one vote in respect of every share of the class held by him. The rights conferred upon the holders of any shares or class of shares shall not, unless otherwise expressly provided in the rights attaching to or the terms of issue of such shares, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

Company not to give financial assistance to acquire its own shares

7. Neither the Company nor any of its subsidiaries shall directly or indirectly give financial assistance to a person who is acquiring or proposing to acquire shares in the Company for the purpose of that acquisition whether before or at the same time as the acquisition takes place or afterwards PROVIDED that nothing in this Bye-law shall prohibit transactions permitted by the Companies Act.

Shares at the disposal of the Board

8. All unissued shares in the Company shall be at the disposal of the Board which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times, for such consideration and generally on such terms as the Board in its absolute discretion thinks fit, but so that no shares shall be issued at a discount. The Directors shall, as regards any offer of allotment or shares, comply with the provisions of the Companies Act, if and so far as such provisions may be applicable hereto. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer, of, option over or disposal of shares, to make, or make available, any such offer, option or shares to shareholders or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable. Shareholders affected as a result of the foregoing provision shall not be, or be deemed to be, a separate class of shareholders for any purpose whatsoever.

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| Company may pay commission | 9. | The Company (or the Board on behalf of the Company) may, unless prohibited by law pay a commission by applying its shares or capital moneys or otherwise to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares or other securities of the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares or other securities of the Company but so that the conditions and requirements of the Companies Act shall be observed and complied with and in each case the commission shall not exceed 10 per cent. of the price at which such shares or securities are issued or an amount equivalent thereto. The Company (or the Board on behalf of the Company) may also on any issue of shares pay such brokerage as may be lawful. |
| Company not to recognise trusts in respect of shares | 10. | Except as otherwise expressly provided by these Bye-laws or as required by law or ordered by a court of competent jurisdiction, the Company shall be entitled to treat the registered holder of any share as the absolute owner thereof; no person shall be recognised by the Company as holding any share upon any trust and the Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any equitable, contingent, future or partial interest in any shares or any interest in any fractional part of a share or any other rights in respect of any shares. |

REGISTER OF MEMBERS AND SHARE CERTIFICATES

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|------------------------------|-------|---|
| Share register | 11(A) | The Board shall cause to be kept at the Registered Office or, subject to the Companies Act, at such place as it deems fit a register of the members and there shall be entered therein the particulars of the members and the shares issued to each of them and other particulars required under the Companies Act. |
| Local or Branch Register | (B) | Subject to the provisions of the Companies Act, if the Board considers it necessary or appropriate, the Company may establish and maintain a branch register of registers of members at such location or locations whether in Bermuda or elsewhere. |
| Register open for inspection | 12(A) | Except when the register of members is closed in accordance with the Companies Act and the Bye-laws, the Register shall during business hours be opened to the inspection of any member at the Transfer Office and, where applicable, the Registration Office without charge. |
| Business hours | (B) | The reference to business hours is subject to such reasonable restrictions as the Company in general meeting may impose, but so that not less than two (2) hours in each day is to be allowed for inspection. |

- (C) Any member may require a copy of the register, or any part thereof, on payment of such fee as may be prescribed by the Company subject to the Companies Act and the rules of the Stock Exchange. The Company shall cause any copy so required by any person to be sent to that person within a period of ten (10) days commencing on the date next after the day on which the request is received by the Company.
- Share certificates 13. Every person whose name is entered as a member in the Register shall be entitled without payment to receive, within twenty one (21) day after allotment of any shares or after lodgment with the Company of any shares and valid transfer of any shares (or within such other period as the conditions of issue shall provide), one certificate for all his shares so allotted or transferred or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number from the time being forming a Stock Exchange board lot, upon payment, in the case of a transfer of \$2 (or such higher sum as may from time to time be permitted by the rules of the Stock Exchange) for every certificate after the first or such lesser sum as the Board shall from time to time determine, such numbers of certificates for shares in such Stock Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question.
- Certificates to be sealed 14. Every certificate for shares, warrants, or debentures or representing any other form of securities of the Company shall be issued under the seal of the Company, which for this purpose may be a securities seal.
- Every certificate to specify number of shares 15. Every share certificate hereafter issued shall be sealed and shall specify the number and class of the shares in respect of which it is issued and the amount paid up, as the case may be, and where the share capital of the Company is divided into different classes of shares, shall contain such words and/or statements as are required by the Companies Act and may otherwise be in such form as the Board may from time to time prescribe. A share certificate shall relate to only one class of shares. The Board may by resolution determine, either generally or in any particular case or cases, that any signatures on any such certificates (or certificates in respect of other securities) need not be autographic but may be affixed to any such certificate by some mechanical means or may be printed thereon or that such certificates need not be signed by any person.
- Joint holders 16. Where two (2) or more persons are registered as the holders of any shares they shall be deemed to hold the same as joint tenants with benefits of survivorship, subject to the following provisions:
- (1) the Company shall not be bound to register more than four (4) persons as the joint holders of any shares;

- (2) the joint holders of any shares shall be liable severally as well as jointly for all payments which ought to be made in respect of such shares;
- (3) on the death of any one of such joint holders the survivor shall be the only person or persons recognised by the Company as having any title to any such shares but the Board may require such evidence of death as it may deem fit; and
- (4) only the person whose name stands first in the Register as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share, or to receive notices from the Company, or to attend or vote at general meetings of the Company, and any notice given to such person shall be deemed notice to all the joint holders; but any one of such joint holders may be appointed the proxy of the person entitled to vote on behalf of such joint holders, and a such proxy to attend and vote at general meeting of the Company.

Replacement
of share
certificates

17. If a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, not exceeding \$2 (or such higher sum as may from time to time be permitted by the rules of the Stock Exchange) and on such terms and conditions, if any, as to publication of notices, evidence and indemnity, as the Board thinks fit and in the case of wearing out or defacement, after delivery up of the old certificate. In the case of destruction or loss, the person to whom such replacement certificate is given shall also bear and pay to the Company any exceptional costs and the reasonable out-of-pocket expenses incidental to the investigation by the Company of the evidence of such destruction or loss and of such indemnity.

LIEN

Company's lien

18. The Company shall have a first and paramount lien on every share (not being a fully paid up share) for all moneys, whether presently payable or not, called or payable at a fixed time in respect of such share; and the Company shall also have a first and paramount lien and charge on all shares (other than fully paid up shares) standing registered in the name of a single member for all the debts and liabilities of such member or his estate to the Company and whether the same shall have been incurred before or after notice to the Company of any equitable or other interest of any person other than such member, and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such member or his estate or any other person, whether a member of the Company or not. The Company's lien (if any) on a share shall extend to all dividends and bonuses declared in respect thereof. The Board may at any time either generally or in any particularly case waive any lien that has arisen, or resolve that any share shall for some specified period be exempt wholly or partially from the

provisions of this Bye-law.

Sale of shares subject to lien 19. The Company may sell in such manner as the Board thinks fit any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, nor until the expiration of fourteen (14) days after a notice in writing, stating and demanding payment of the sum presently payable or specifying the liability or engagement and demanding fulfillment or discharge thereof and giving notice of intention to sell in default, shall have been given to the registered holder for the time being of the shares or the person entitled thereto by reason of such holder's death or bankruptcy, winding-up or otherwise by operation of law or court order.

Application of proceeds such sale 20. The net proceeds of such sale, after the payment of the costs of such sale, shall be applied in or towards payment or satisfaction of the debt or liability or engagement in respect whereof the lien exists, so far as the same is presently payable, and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the time of the sale or where two (2) or more persons are registered as the holders of the shares, the person whose name stands first in the Register. For giving effect to any such sale, the Board may authorise some person to transfer the shares sold to the purchaser thereof and may enter the purchaser's name in the Register as holder of the shares, and the purchaser shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

CALLS ON SHARES

Calls Installments 21. The Board may from time to time make such calls as it may think fit upon any member in respect of any moneys unpaid on his shares (whether on account of the nominal value of the shares or by way of premium) and not by the conditions of allotment thereof made payable at fixed times. A call may be made payable either in one sum or by installments.

Notice of call 22. Fourteen (14) days' notice at least of any call shall be given specifying the time and place of payment and to whom such call shall be paid.

Copy of the notice to be sent to members 23. A copy of the notice referred to in Bye-law 22 shall be sent to the members in the manner in which notices may be sent to members by the Company as herein provided. The non-receipt of a notice of any call by, or the accidental omission to give notice of a call to, any of the members shall not invalidate the call.

Notice of call may be advertised	24.	Notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members by notice published in the Newspapers.
Member liable to pay call at appointed time and place	25.	Every member upon whom a call is made shall pay the amount of every call so made on him to the person and at the time or times and place or places as the Board shall appoint.
When call deemed to have been made	26.	A call shall be deemed to have been made at the time when the resolution of the Board authorising such call was passed. A call may be revoked, varied or postponed as the Board may determine.
Liability to pay call	27.	A person upon whom a call is made such remain liable for calls made upon him notwithstanding the subsequent transfer of the shares in respect of which the call was made. Joint holders of a share shall be severally as well as jointly liable for the payment of all calls and installments due in respect of such shares or other moneys due in respect thereof.
Board may extend time fixed for call	28.	The Board may from time to time at his discretion extend the time fixed for any call, and may extend such time as regards all or any of the members, whom due to residence outside the Relevant Territory or other cause the Board may deem entitled to any such extension but no member shall be entitled to any such extension except as a matter of grace and favour.
Interest on unpaid calls	29.	If any part of a sum payable in respect of any call or any installment of a call is not paid on or before the day appointed for payment thereof, the person or persons from whom the sum is due shall be liable to pay interest on the same at such rate not exceeding 20 per cent. per annum as the Board shall determine, or failing such determination, then at the rate of 20 per cent. per annum from the day appointed for payment thereof to the time of the actual payment; but the Board may waive payment of such interest wholly or in part.
Suspension of privileges while call unpaid	30.	No member shall, unless the Board otherwise determines, be entitled to receive any dividend or bonus, or to receive notice of or to be present or vote (save as proxy for another member) at any general meeting, either personally or by proxy, or be reckoned in a quorum, or to exercise any other privilege as a member, until all calls or installments due and payable on every share held by him, whether alone or jointly with any other person, together with interest and expenses (if any) shall have been paid.

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| Evidence in action for call | 31. | On the trial or hearing of any action or other proceedings for the recovery of any money due in respect of any call, it shall be sufficient to prove that the name of the member sued is entered in the Register as the holder, or none of the holders, of the shares in respect of which such debt accrued; that the resolution making the call is duly recorded in the minute book; and that notice of such call was duly given to the member sued in pursuance of these Bye-laws; and it shall not be necessary to prove the appointment of the Directors who made such call, nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt. |
| Sums payable on allotment deemed a call | 32. | Any such which by the terms of allotment of a share or otherwise is made payable upon allotment or at any fixed time, whether on account of the nominal value of the share and/or by way of premium, shall be payable as if it were a call duly made and payable on the date on which by the terms of issue or otherwise is payable, and in case of non-payment all the relevant provisions of these Bye-laws as to payment of interest and expenses, forfeiture and the like, shall apply as if such sum had become payable by virtue of a call duly made and notified. The Board may on the issue of shares differentiate between the allottees or holders as to the amount of calls to be paid and the time of payment. |
| Payment of calls in advance | 33. | The Board may, if it thinks fit, receive from any member willing to advance the same, and either in money or money's worth, all or any part of the money uncalled and unpaid or installments payable upon any shares held by him beyond the amount of the calls actually made thereon, and upon all or any of the moneys being so advanced the Company may pay interest at such rate (if any) not exceeding 20 per cent. per annum as the Board may decide but a payment in advance of a call shall not entitle the member to receive a dividend or to exercise any other rights or privileges as a member in respect of the share or the due portion of the shares upon which payment has been advanced by such member before it is called up. The Board may at any time repay the amount so advanced upon giving to such member not less than one (1) month's notice in writing of its intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced. |

TRANSFER OF SHARES

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| Form of Transfers | 34. | Subject to the Companies Act, all transfers of shares may be effected by transfer in writing in the usual or common form or in such other form as the Board may accept and may be under hand or by means of mechanically imprinted signatures. |
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Execution of Transfers	35.	The instrument of transfer of any share shall be executed by or on behalf of the transferor and transferee (provided that the Board may dispense with the execution of the instrument of transfer by the transferee in any case in which it thinks fit, in its absolute discretion, to do so), and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the Register in respect thereof. The Board may also resolve, either generally or in any particular case, upon request by either the transferor or transferee, to accept mechanically executed transfers. Nothing in these Bye-laws shall preclude the Board from recognising a renunciation of allotment or provisional allotment of any share by the allottee in favour of some other person.
Shares registered on Register, branch register	36(A)	Unless the Board determines (subject to such conditions as the Board in its absolute discretion may from time to time stipulate) no shares on the Register shall be transferred to any branch register nor shall shares on any branch register be transferred to the Register or an other branch register. In the event of any such transfer, the shareholder requesting such transfer shall bear the cost of effecting the transfer unless the Board otherwise determines. Unless the Board otherwise determines, all transfers and other documents of title shall be lodged for registration, and registered, in the case of any shares on a branch register, at the relevant Registration Office, and, in the case of any shares on the Register, at the Transfer Notice.
	(B)	Notwithstanding anything contained in this Bye-law, the Company shall as soon as practicable and on a regular basis record in the Register all transfers of shares effected on any branch register and shall at all times maintain the Register in all respects in accordance with the Companies Act.
Directors may refuse to register a transfer	37.	The Board may, in its absolute discretion, and without assigning any reason therefor, refuse to register a transfer of any share (and being a fully paid up share) to a person of whom it does not approve, or any share issued under any share option scheme for employees upon which a restriction on transfer imposed thereby still subsists, and it may also refuse to register any transfer of any share (whether fully paid or not) to more than four (4) joint holders or any transfer of any share (not being a fully paid up share) on which the Company has a lien.
Notice of refusal	38.	If the Board shall refuse to register a transfer of any share, it shall, within 2 months after the date on which the transfer was lodged with the Company, send to each of the transferor and the transferee notice of such refusal.
Requirements as to transfer	39.	The Board may also decide to recognise any instrument of transfer unless:

- (1) a fee of \$2 (or such higher sum as may from time to time be permitted by the rules of the Stock Exchange in respect thereof) or such lesser sum as the Board may from time to time determine is paid to the Company;
- (2) the instrument of transfer is deposited, in the case of shares on a branch register, at the relevant Registration Office and, in the case of shares on the Register, at the Transfer Notice or at such other place as the Board may appoint, accompanied by the certificate(s) of the shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer (and if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do);
- (3) the instrument of transfer is in respect of only one class of share;
- (4) the instrument of transfer is properly stamped (if necessary);
- (5) the shares concerned are free of any lien in favour of the Company; and
- (6) where applicable, the permission of the Bermuda Monetary Authority with respect thereto has been obtained.

No transfer to an infant	40.	No transfer of any shares shall be made to an infant or to a person of unsound mind or under other legal disability.
Certificate of transfer	41.	Upon every transfer of shares, the certificate held by the transferor shall be given up to be cancelled, and shall forthwith be cancelled accordingly. A new certificate shall be issued without charge to the transferee in respect of the shares transferred to him and if any of the shares included in the certificate so given up shall be retained by the transferor a new certificate in respect thereof shall be issued to him without charge. All instruments of transfer which are registered may be retained by the Company.
When transfer books and register may be closed	42.	The registration of transfers may be suspended and the Register closed, on giving notice by advertisement in an appointed newspaper and, if applicable, in the Newspapers, at such times and for such periods as the Board may from time to time determine and either generally or in respect of any class of shares. The Register shall not be closed for periods exceeding in the whole thirty (30) days in any year. Any transfer of shares made while the Register is closed shall, as between the Company and the person claiming under the relevant transfer, be considered as made immediately after the re-opening of the Register.

TRANSMISSION OF SHARES

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| Death of registered holder or of joint holder of shares | 43. | In the case of the death of a member, the survivor or survivors (where the deceased was a joint holder) and the legal personal representatives of the deceased (where he was a sole holder or only surviving holder) shall be the only persons recognised by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share solely or jointly held by him. |
| Registration of personal representatives and trustees in bankruptcy | 44. | Subject to Section 52 of the Companies Act, any person becoming entitled to a share in consequence of the death, bankruptcy or winding-up of a member or otherwise by operation of law or by court order shall, upon such evidence as to his title being produced as may from time to time be required by the Board, and subject as hereinafter provided, have the right either to be registered himself as holder of the share or to elect to have some person nominated by him registered as the transferee thereof. |
| Notice of election to be registered | 45. | If the person so becoming entitled shall elect to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he shall elect to have another person registered he shall testify his election by executing a transfer of such share to that person. All the limitations, restrictions and provisions of these Bye-laws relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer executed by such member. |
| Registration of nominee | | |
| Retention of dividends, etc. until transfer or transmission of shares of a deceased or bankrupt member | 46. | A person becoming entitled to a share by reason of the death, bankruptcy or winding-up of a member or otherwise by operation of law or by court order shall be entitled to receive and give a discharge for any dividends and other moneys payable in respect of the shares, but he shall have no right to receive notices of or to attend or vote at meetings of the Company or to any of the rights or privileges of a member in respect of the shares unless and until he shall be registered as the holder thereof, provided always that the Board may, if it thinks fit, withhold the payment of any dividend payable or other advantages in respect of such share until such person shall become the registered holder of the share or shall have effectually transferred such share. |

FORFEITURE OF SHARES

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| If call or installment not paid notice may be given | 47. | If a member fails to pay in full any call or installment of a call on the day appointed for payment thereof, the Board may, at any time during such time as the call or any part thereof remains unpaid, without prejudice to the provisions of Bye-law 30, serve a notice on him requiring payment of so much of the call or installment as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment and any expenses incurred by reason of such non-payment. |
| Form of notice | 48. | The notice referred to in Bye-law 47 shall name a further day (not earlier than the expiration of fourteen (14) days from the date of service of the notice) on or before which the payment required by the notice is to be made, and it shall also name the place where payment is to be made, such place being either the Registration Office or such other place at which calls of the Company are usually payable. The notice shall also state that, in the event of non-payment at or before the time and at the place appointed, the shares in respect of which such call or installment is payable will be liable to be forfeited. |
| If notice not complied with shares may be forfeited | 49. | If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect. Such forfeiture shall extend to all dividends and bonuses which shall have been declared in respect of the forfeited share, and not actually paid before the forfeiture. |
| Surrender of shares liable to be forfeited | 50. | The Board may accept the surrender of any share liable to be forfeited hereunder and in such case, references in these Bye-laws to forfeiture will include surrender. |
| Forfeited shares to be deemed property of the Company | 51. | Any share so forfeited shall be deemed to be the property of the Company, and may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the Board thinks fit, and at any time before a sale or disposition the forfeiture may be cancelled or annulled on such terms as the Board thinks fit. |
| Arrears to be paid notwithstanding forfeiture | 52. | A person whose shares have been forfeited shall thereupon cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all monies which, at the date of forfeiture, were payable by him to the Company in respect of the shares, together with (if the Board shall in its discretion so require) interest thereon from the date of forfeiture until the day of actual payment at such rate not exceeding 20 per cent. per annum as the Board may prescribe or, failing such determination, at the rate of 20 per cent. per annum, and the Board may enforce the payment thereof if it thinks fit, and without any deduction or allowance |

for the value of the shares, at the date of forfeiture, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares. For the purpose of this Bye-law any sum which, by the terms of issue of a share, is payable thereon at a fixed time which is subsequent to the date of forfeiture, whether on account of the nominal value of the share or by way of premium, shall notwithstanding that that time has not yet arrived be deemed to be payable at the date of forfeiture, and the same shall become due and payable immediately upon the forfeiture, but interest thereon shall only be payable in respect of any period between the said fixed time and the date of actual payment.

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| Evidence of forfeiture | 53. | A statutory declaration in writing that the declarant is a Director or Secretary, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share. The Company may receive the consideration, if any, given for the share on any sale or disposition thereof and the Board may authorise some person to execute a transfer of the share in favour of the person to whom the share is sold or disposed of and the latter person shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share. |
| Notice after forfeiture | 54. | When any share shall have been forfeited, notice of the resolution shall be given to the member whose name it stood immediately prior to the forfeiture but no forfeiture shall be invalidated by any omission or neglect to give such notice. An entry of the forfeiture, with the date thereof, shall forthwith be made in the Register. |
| Power to redeem forfeited shares | 55. | Notwithstanding any such forfeiture as aforesaid the Board may at any time, before any shares so forfeited shall have been sold, re-allotted, or otherwise disposed of, permit the share aforesaid to be redeemed upon the terms of payment of all calls or installments of a call, interest due upon and expenses incurred in respect of the share, and upon such further terms (if any) as it thinks fit. |
| Forfeiture not to prejudice call made | 56. | The forfeiture of a share shall not prejudice the right of the Company to any call already made or installment payable thereon. |
| Forfeiture for non-payment of any sum due on shares | 57. | The provisions of these Bye-laws as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the shares or by way of premium, as if the same had been payable by virtue of a call duly made and notified. |

Delivery of certificate in relation to forfeited share 58. In the event of a forfeiture of shares the member shall be bound to deliver and shall deliver to the Company the certificate or certificates held by him for the shares so forfeited and in any event the certificates representing shares so forfeited shall be void and of no further effect.

STOCK

59. The following provisions shall have effect at any time and from time to time if they are not prohibited or inconsistent with the Companies Act:

Power to convert into stock (1) The Company may from time to time by Ordinary Resolution convert any fully paid up shares into stock, and may from time to time by like resolution reconvert any stock into fully paid-up shares of any denomination. After the passing of any resolution converting all the fully paid up shares of any class in the capital of the Company into stock, any shares of that class which subsequently become fully paid up and rank pari passu in all other respects with such shares shall, by virtue of this Bye-law and such resolutions, be converted into stock transferable in the same units as the shares already converted.

Transfer of stock (2) The holders of stock may transfer the same or any part thereof in the same manner, and subject to the same regulations as and subject to which the shares from which the stock arose might prior to conversion have been transferred or as near thereto as the circumstances may admit. The Board may from time to time, if it thinks fit, fix the minimum amount of stock transferable and restrict or forbid the transfer of fractions of that minimum, but so that such minimum shall not exceed the nominal amount of the shares from which the stock arose. No warrants to bearer shall be issued in respect of any stock.

Rights of stockholders (3) The holders of stock shall, according to the amount of the stock held by them, have the same rights, privileges and advantages as regards dividends, participation in assets on a winding-up, voting at general meetings of the Company and other matters, as if they held the shares from which the stock arose, but no such privilege or advantage (except participation in the dividends and profits of the Company) shall be conferred by an amount of stock which would not, if existing in shares, have conferred such privilege or advantage.

Interpretation (4) Such of the provisions of these presents as are applicable to paid up shares shall apply to stock, and the words "share" and "shareholder" therein shall include "stock" and "stockholder".

UNTRACEABLE MEMBERS

Untraceable Members

- 60(A) The Board may by resolution at any time sell any shares of a member who is untraceable at a price determined as provided in paragraph (B) provided that all the conditions specified in paragraph (D) are satisfied.
- (B) The price at which any shares may be sold pursuant to the provisions of paragraph (A) of this Bye-law shall be the best price reasonably obtainable at the time of the sale.
- (C) To give effect to any such sale, the Board may, notwithstanding other provisions of these Bye-laws, authorise some person to execute on behalf of the untraceable member a transfer in favour of the purchaser and upon receipt by the Company of the purchase money the Company shall cause the name of the purchaser to be entered in the Register as the holder of the shares but so that notwithstanding the provisions of Bye-law 39(2) the Board shall not be bound to require the production or deposit of any share certificate, After the purchaser's name has been entered in the Register in the purported exercise of the power conferred by this Bye-law, the validity of the proceedings shall not be questioned by any person. The purchase money shall constitute a debt of the Company but no trust shall be created in respect of such debt. Such money shall until payment over to the untraceable member be available to the Company for its own use free of interest and without any liability to account for any profit arising therefrom.
- (D) The power of sale provided in paragraph (A) shall only be exercisable if:
- (1) during the period of twelve (12) years immediately preceding the date of the resolution of the Board referred to in paragraph (A) of the Bye-law at least three dividends whether interim or final have been paid up by the Company and no dividend during that period has been claimed by the member;
 - (2) the Company has at or after the expiration of the said period of twelve (12) years by advertisement published in the Newspapers given notice of its intention to sell the shares of such member;
 - (3) the Company has not during the further period of three (3) months after the date of the advertisement and prior to the exercise of the power of sale received any communication from the member or person entitled by transmission; and
 - (4) the Company has notified the Stock Exchange of its intention of such sale.

For the purposes of this Bye-law, a statutory declaration by the Secretary in relation to any member to the effect that the foregoing provisions of this paragraph have been satisfied shall be conclusive and binding on the Company and the member concerned and all persons claiming through or under him.

ALTERATION OF CAPITAL

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| Power to increase capital | 61(A) The Company may from time to time whether or not all the shares for the time being authorised shall have been issued and whether or not all the shares for the time being issued shall have been fully paid up, by Ordinary Resolution increase its share capital by the creation of new shares, such new capital to be of such amount and to be divided into shares of such class or classes as the resolution shall prescribe. |
| Allotment of new shares | (B) The Company may by Ordinary Resolution, before the issue of any new shares, determine that the same or any of them shall be offered, in the first instance, and either at par or at a premium to all the holders for the time being of any class of shares in the capital of the Company, in proportion as nearly as may be to the number of shares of such class held by them respectively, or make any other provisions as to the issue and allotment of the new shares but in default of any such determination or so far as the same shall not be exceeded, such shares may be dealt with as if they formed part of the capital of the Company existing prior to the issue of the same.

(C) Except so far as otherwise provided by the conditions of issue, or by these Bye-laws, any capital raised by the creation of new shares shall be treated as if it formed part of the original capital of the Company, and such shares shall be subject to the provisions contained in these Bye-laws with reference to the payment of calls and installments, transfer and transmission, forfeiture, lien, cancellation, surrender, voting and otherwise. |
| Consolidation and division of capital and sub-division and cancellation of shares | 62(A) The Company may from time to time by Ordinary Resolution:

(1) consolidate or divide all or any part of its share capital into shares of a larger or smaller amount than its existing shares and on any consolidation of fully paid share into shares of a larger amount, the Board may settle any difficulty which may arise as it thinks expedient and in particular (but without prejudice to the generality of the foregoing) may as between the holders of shares to be consolidated determine which particular shares are to be consolidated into each consolidated share, and if it shall happen that any person shall become entitled to fractions of a consolidated share or shares, the Board may issue certificates in respect of the fractions of shares or arrange for such fractions to be sold by some person appointed by the Board for that purpose and the person so appointed may transfer the shares so sold to the purchaser thereof who shall not be bound to see to the application of the purchase money nor shall the validity |

of such transfer be questioned, and so that the net proceeds of such sale (after deduction of the expenses of such sale) may either be distributed among the persons who would otherwise be entitled to a fraction or fractions of a consolidated share or shares rateably in accordance with their rights and interests or may be paid to the Company for the Company's benefit;

- (2) divide its shares into several classes and without prejudice to any special rights previously conferred on the holders of existing shares attach thereto respectively any preferential, deferred, qualified or special rights, privileges or conditions provided always that where the Company issues shares which do not carry voting rights, the words "non-voting" shall appear in the designation of such shares and where the equity capital includes shares with different voting rights, the designation of each class of shares, other than those with the most favourable voting rights, must include the words "restricted voting" or "limited voting";
- (3) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of the shares so cancelled;
- (4) sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association, subject nevertheless to the provisions of the Companies Act, and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more the shares may have any such preferred or other special rights, over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares;
- (5) make provision for the issue and allotment of shares which do not carry any voting rights; and
- (6) change the currency denomination of its share capital.

Reduction of capital

- (B) The Company may by Special Resolution reduce its share capital, any share premium account or other undistributable reserve in any manner authorise and subject to any conditions prescribed by the Companies Act.

BORROWING POWERS

Power to borrow	63.	The Board may from time to time at its discretion exercise on behalf of the Company all the powers of the Company to raise or borrow or to secure the payment of any sum or sums of money for the purpose of the Company and to mortgage or charge its undertaking, property and uncalled capital or any part thereof.
Conditions on which money may be borrowed	64.	The Board may raise or secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as it thinks fit and, in particular, subject to the Companies Act, by the issue of debentures, debenture stock, bonds or other securities of the Company, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.
Assignment of debentures	65.	Debentures, debenture stock, bonds and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.
Special privileges	66.	Any debentures, debenture stock, bonds or other securities may be issued at a discount (other than shares), premium or otherwise and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings of the Company, appointment of Directors and otherwise.
Register of charges to be kept	67(A)	The Board shall cause a proper register to be kept, in accordance with the provisions of the Companies Act, of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Companies Act in regard to the registration of mortgages and charges therein specified and otherwise.
Register of debentures or debenture stock	(B)	If the Company issues a series of debentures or debenture stock not transferable by delivery, the Board shall cause a proper register to be kept of the holders of such debenture stock.
Mortgage of uncalled capital	68.	Where any uncalled capital of the Company is charged, all persons taking any subsequent charges thereon shall take the same subject to such prior charge, and shall not be entitled, by notice to the members or otherwise, to obtain priority over such prior charge.

GENERAL MEETINGS

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| When annual general meeting to be held | 69. | The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it; and not more than fifteen (15) months shall elapse between the date of one annual general meeting of the Company and that of the next unless a longer period would not infringe the rules of the Stock Exchange. The annual general meeting shall be held at such time and place as the Board shall appoint. |
| Special general meeting | 70. | All general meetings other than annual general meetings shall be called special general meetings. |
| Convening of special general meeting | 71. | The Board may, whenever it thinks fit, convene a special general meeting and members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisitions. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Companies Act. |
| Notice of meeting | 72(A) | An annual general meeting or a meeting convened for the purpose of passing a Special Resolution shall be called by twenty-one (21) days' notice in writing at the least, and a meeting other than an annual general or a meeting convened for the purposes of passing a Special Resolution shall be called by fourteen (14) days' notice in writing at the least. The notice shall specify the place, the day and the hour of meeting and shall contain particulars of the resolutions to be considered at the meeting; in the case of special business (as referred to in Bye-law 74), the general nature of that business shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting to such persons as are, under these Bye-laws, entitled to receive such notices from the Company. Every notice of an annual general meeting shall specify the meeting as such and every notice of a meeting convened for passing a Special Resolution shall state the intention to propose such resolution as a Special Resolution. |
| | (B) | Subject to the provisions of the Companies Act, a meeting of the Company notwithstanding that it is called by shorter notice than that specified in this Bye-law shall be deemed to have been duly called if it is so agreed: |

- (1) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (2) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right.

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| Omission to notice | <p>73(A) The accidental omission to give any such notice to, or the non-receipt of any such notice by, any person entitled to receive notice shall not invalidate any resolution passed or any proceedings at any such meeting.</p> <p>(B) In case where instruments of proxy are sent out with notices, the accidental omission to send such instrument of proxy to, or the non-receipt of such instrument of proxy by, any person entitled to receive notice shall not invalidate any resolution passed or any proceeding at any such meeting.</p> |
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PROCEEDINGS AT GENERAL MEETINGS

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| Special business | 74. All business shall be deemed special that is transacted at a special general meeting and also all business that is transacted at an annual general meeting with the exception of the declaration and sanctioning of dividends, making a call in accordance with the provisions of these Bye-laws, the reading, consideration and adoption of the profit and loss account, the balance sheet and group accounts (if any) of the Company and the reports of the Directors and Auditors and other documents required to be annexed to the balance sheet, the election or re-election of Directors, the appointment or re-appointment of the Auditors and other officers in the place of those retiring; the fixing of the remuneration of the Auditors and the fixing of remuneration or extra remuneration of the Directors. |
| Business of annual general meeting | |
| Quorum | 75. Save as otherwise provided in these Bye-laws, for all purposes the quorum for a general meeting shall be two (2) members present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy and entitled to vote. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the meeting. |
| When if quorum not present meeting to be dissolved and when to be adjourned | 76. If, within half an hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened by or upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week (or if that day be a public holiday in the Relevant Territory, then to the next business day following such public holiday), at the same time and place or to such other day and at such time and place as shall be determined by the Board and no notice of |

such adjournment need be given.

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| Chairman of general meeting | 77. | The Chairman of the Board, if any, shall take the chair at every general meeting, or, if there be no such Chairman or, if at any general meeting such Chairman shall not be present within fifteen (15) minutes after the time appointed for holding such meeting, the Directors present shall choose one of their number to act as Chairman of such meeting, and if no Director be present, or if all the Directors present decline to take the chair, or if the Chairman chosen shall retire from the chair, then the members present in person and entitled to vote shall choose one of their own number to act as Chairman of that meeting. |
| Power to adjourn general meeting, business of adjourned meeting | 78. | The Chairman may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time or sine die and from place to place as the meeting shall determine. When a meeting is adjourned sine die, the time and place for the adjourned meeting shall be fixed by the Board. Whenever a meeting is adjourned for thirty (30) days or more or sine die, at least seven (7) days' notice, specifying the place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place. |
| Passing of resolution by show of hands | 79. | <p>At any general meeting a resolution put to the vote at the meeting shall be determined by a show of hands of the members present in person or, in the case of a member being a corporation, by its authorised representative entitled to vote or by proxy unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:</p> <ol style="list-style-type: none">(1) by the Chairman of the meeting; or(2) by at least three (3) members present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or(3) by any member or members present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or |

- (4) by any member or members present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll is duly demanded in accordance with the foregoing provisions, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

Poll	80.	If a poll is duly demanded in accordance with the foregoing provisions, it shall (subject as provided in Bye-law 81) be taken in such manner including the use of ballot or voting papers or tickets and at once or at such time and place, not being later than thirty (30) days after the date of the meeting or adjourned meeting at which the poll was demanded, as the Chairman directs. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn but only with the consent of the Chairman at any time before the close of the meeting or the taking of the poll, whichever is the earlier, and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
In what case poll taken without adjournment	81.	Any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.
Chairman to have casting vote	82.	In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote.
Voting disputes	83.	In case of any dispute as to the admission or rejection of any vote, the Chairman shall determine the same, and such determination shall be final and conclusive.
Business may proceed notwithstanding demand for poll	84.	The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

Votes of members on a show of hands and on a poll

- 85(A) Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a show of hands every member who is present in person or by proxy or (being a corporation, by its duly authorised representative) shall have one vote and on a poll every member present in person or by proxy or (being a corporation, by its duly authorised representative) shall have one vote for every shares of which he is the holder which is fully paid up or credited as fully paid up (but so that no amount paid or credited as paid up on a share in advance of calls or installments shall be treated for the foregoing purposes as paid up on the share). On a poll, a member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.
- (B) Where the Company has knowledge that any member is, under the rules of the Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.

Joint holders

86. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of this Bye-law be deemed joint holders thereof.

Votes of members of unsound mind

87. A member of unsound mind or in respect of whom an order has been made by any court (whether in the Relevant Territory or elsewhere) having jurisdiction in mental health, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may cast his vote personally or by proxy provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Head Office not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which such person claims to vote.

Qualification for voting	<p>88(A) Save as expressly provided in these Bye-laws, no person other than a member duly registered and who shall have paid in full for the time being any sum due from him to the Company in respect of his shares shall be entitled to be present or to vote (save as proxy for another member) either personally or by proxy, or to be reckoned in a quorum, at any general meeting.</p> <p>(B) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman, whose decision shall be final and conclusive.</p>
Proxies	<p>89. Any member, whether an individual or a corporation, entitled to attend and vote at a meeting of the Company or a meeting of the holders of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. Votes may be given either personally or by proxy. A member who is the holder of two or more shares may appoint more than one proxy to attend and vote on the same occasion provided that, if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. A proxy need not be a member. In addition, each proxy appointed shall be entitled to exercise the same powers as if such proxy was the registered holder of the shares of the Company held by the member appointing him, including the right to vote individually on a show of hands.</p>
Instrument appointing proxy to be in writing	<p>90. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney duly authorised. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary is proved, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact. The Board may, nevertheless, require such evidence as it shall deem necessary as to the due execution of the instrument of proxy and the due authorisation of the same.</p>
Appointment of proxy must be deposited	<p>91. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority together with such evidence as the Board may require under Bye-law 90 shall be deposited at the Head Office or at such other place as is specified for that purpose in the notice convening the meeting or in the instrument of proxy issued by the Company in relation to the meeting not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the</p>

taking of the poll; and in default the instrument of proxy shall not be treated as valid except with the consent of the Chairman. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting in a case where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

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| Form or proxy | 92. | Every instrument of proxy, whether for a specified meeting or otherwise, shall be in such form as the Board may from time to time approve (provided that this shall not preclude the use of a two-way form). |
| Authority under instrument appointing proxy | 93. | <p>The instrument of proxy, which need not be witnessed, appointing a proxy to vote at a general meeting shall:</p> <ol style="list-style-type: none">(1) be deemed to confer authority to demand or join in demanding a poll and to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit provided that any form issued to a member for use by him for appointing a proxy to attend and vote at a special general meeting or at an annual general meeting at which any business is to be transacted shall be such as to enable the member, according to his intention, to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any such business; and(2) unless the contrary is stated herein, be valid as well for any adjournment of the meeting as for the meeting to which it relates. |
| When vote by proxy valid though authority revoked | 94. | A vote given in accordance with the terms of an instrument of proxy or power of attorney shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which it the proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at its Head Office (or at such other place in the Relevant Territory specified for the deposit of instrument or proxies hereunder) at least twenty-four (24) hours before the commencement of the meeting or adjourned meeting or meetings at which the proxy or power of attorney is used. |

- Corporation acting by representatives at meetings
95. Any corporation which is a member may, by resolution of its directors or other governing body or by power of attorney, authorise such person or persons as it thinks fit to act as its corporate representative or representatives at any meeting of the Company or at any meeting of any class of members of the Company provided that, if more than one person is so authorised, the authority shall specify the number and class of shares held by the relevant member in respect of which each such person is authorised to act as such corporate representative. Each person so appointed under the provisions of this clause shall be entitled to exercise the same powers on behalf of the corporation (or its nominee) which he represents as that corporation (or its nominee) could exercise as if it were an individual member including the right to vote individually on a show of hands notwithstanding the provisions of clause 85. The number of persons a corporation may authorise to act as its corporate representative or representatives shall not exceed the number of shares held by that corporation (or its nominee), being shares in respect of which there is an entitlement to attend and vote at the relevant meeting.

REGISTERED OFFICE

- Registered Office
96. The Registered Office of the Company shall be at such place in Bermuda as the Board shall from time to time appoint.

BOARD OF DIRECTORS

- Constitution of Board
97. Unless and until otherwise determined by the Company by Ordinary Resolution the number of Directors shall not be less than 2 and there shall be no maximum number of Directors. The Directors shall be elected or appointed in the first place at the statutory meeting of members and thereafter in accordance with the next following bye-law. The Board shall cause to be kept a register of the Directors and officers at its Registered Office and Head Office in accordance with the Companies Act.

- Retirement of Directors
98. Unless and until the Company in a general meeting shall otherwise determine, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), then the number nearest to but not less than one-third shall retire from office by rotation, provided that every Director (including those appointed for a specific term or holding office as the Chairman of the Board) shall be subject to retirement by rotation at least once every three years or within such other period as the Stock Exchange may from time to time prescribe or within such other period as the laws of such jurisdiction as are applicable to the Company may require. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or

were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-election at the relevant annual general meeting.

Retiring Directors to remain in office till successors appointed

99. If at any general meeting at which an election of Directors ought to take place, the places of the retiring Directors are not filled, the retiring Directors or such of them as have not had their places filled shall be deemed to have been re-elected and shall, if willing, continue in office until the next annual general meeting and so on from year to year until their places are filled, unless:
- (i) it shall be determined at such meeting to reduce the number of Directors; or
 - (ii) it is expressly resolved at such meeting not to fill up such vacated offices; or
 - (iii) in any such case the resolution for re-election of a Director is put to the meeting and lost; or
 - (iv) such Director has given notice in writing to the Company that he is not willing to be re-elected.

Power of general meeting to increase or reduce number of directors

100. The Company in general meeting may from time to time fix and may by Ordinary Resolution increase or reduce the maximum and minimum number of Directors but so that the number of Directors shall not be less than two (2) at all times.

Notice to be given of person proposed for election

101. No person other than a Director retiring at the meeting shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting unless a notice in writing of the intention to propose such person for election as a Director, signed by a member (other than the person to be proposed for election as a Director) duly qualified to attend and vote at the meeting for which such notice is given, and a notice in writing signed by such person of his willingness to be elected shall have been lodged at the Head Office or at the Registration Office. The minimum length of the period during which such notices are given shall be at least seven (7) days and the period for lodgement of such notices shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

Power to remove Director by Special Resolution

102. The Company may by Ordinary Resolution at a special general meeting called for the purpose remove any Director (including the Managing Director or other executive Director but without prejudice to any claim he may have for damages under any contract between him and the Company) before the expiration of his period of office notwithstanding anything in these Bye-laws or in any agreement between the Company and such

Director provided that notice of any such meeting shall be served on the Director concerned not less than fourteen (14) days before the meeting and such Director shall be entitled to be heard at such meeting on the motion of his removal. The Company may by Ordinary Resolution elect another person in his stead. Any person so elected shall hold office only until the first general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation at such meeting pursuant to Bye-law 98.

General meeting to elect Directors

103(A) Subject to these Bye-laws and the Companies Act, the Company may by Ordinary Resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board. Any Director so appointed shall hold office only until the first general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation at such meeting pursuant to Bye-law 98.

Board may fill vacancy

(B) The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorization by the members in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the members in general meeting. Any Director so appointed by the Board shall hold office only until the first general meeting of the Company after his appointment and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation at such meeting pursuant to Bye-law 98.

Alternate Director

104(A) A Director may at any time, by notice in writing signed by him delivered to the Registered Office or at the Head Office or at a meeting of the Board, appoint any person (including another Director) to act as an alternate Director in his place and may in like manner at any time determine such appointment.

(B) The appointment of an alternate Director shall determine on the happening of any event which, were he a Director, would cause him to vacate such office or if his appointor ceases to be a Director provided that if any Director retires at a general meeting but is re-elected by the meeting or is, pursuant to the provisions of these Bye-laws, deemed to be re-elected at the meeting at which such retirement took place, any appointment made by him pursuant to this Bye-law which was in force immediately prior to his retirement shall continue to operate after such re-election as if he had not so retired.

(C) An alternate Director, except when absent from the Relevant Territory shall be entitled (subject to his giving the Company an address within the Relevant Territory at which notices may be served on him) to receive and waive notices of meetings of the Directors and shall be entitled to attend and vote and be counted in the quorum of such meeting as a Director at any such meeting at which the Director appointing him is not personally present, and generally at such meeting to exercise all the powers, rights, duties and authorities and to perform all functions of the Director appointing him. For the purpose of the proceedings at such meeting if an alternate Director acts as alternate for more than one Director, he shall be counted in the quorum separately in respect of himself (if a Director) and in respect of each Director for whom he is an alternate and his voting rights shall be cumulative and he need not use all his votes or cast all the votes he uses in the same way. A Director who is also an alternate Director shall be entitled in addition to his own vote to a separate vote on behalf of the Director appointing him.

(D) The signature of an alternate Director to any resolution in writing of the Board shall, unless the notice of his appointment provides to the contrary, be effective as the signature of his appointor. To such extent as the Board may from time to time determine in relation to any committee of the Directors, the foregoing provisions of this paragraph shall also apply mutatis mutandis to any meeting of any such committee of which his appointor is a member. An alternate Director shall not, save as aforesaid, have power to act as a Director nor shall he be deemed to be a Director for the purposes of these Bye-laws. Every person acting as an alternate Director shall be an officer of the Company, and shall alone be responsible to the Company for his own acts and defaults, and he shall not be deemed to be the agent of or for the Director appointing him. A Director shall not be liable for the acts or defaults of any alternate Director appointed by him.

Appointment
of two or more
alternates

(E) A Director may appoint two or more persons in the alternative to act as alternate Director and in the event of any dispute as to who is to represent the Director as his alternate the first named of such alternative persons shall be the only person recognised as the alternate Director and shall in any case, if in the Relevant Territory, be the only person entitled to receive notice of Directors' meetings in the absence of his appointor from the Relevant Territory.

(F) An alternate Director shall be entitled to contract and be interested in and benefit from contracts or arrangements or transactions and to be repaid expenses and to be indemnified to the same extent mutatis mutandis as if he were a Director, but he shall not be entitled to receive from the Company in respect of his appointment as an alternate Director any remuneration except only such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct.

Qualification of Directors	105.	A Director or an alternate Director shall not be required to hold any qualification shares but shall nevertheless be entitled to attend and speak at all general meetings of the Company and of any class of members of the Company. No Director shall be required to vacate office or be ineligible for re-election or re-appointment as a Director and no person shall be ineligible for appointment as a Director by reason only of his having attained any particular age.
Directors' remuneration	106(A)	The Directors shall be entitled to receive by way of remuneration for their services as Directors such sum as shall from time to time be determined by the Company in general meeting, such sum (unless otherwise directed by the resolutions by which it is voted) to be divided amongst the Directors in such proportions and in such manner as the Board may agree, or failing agreement, equally, except that in such event any Director holding office for less than the whole of the relevant period in respect of which the remuneration is paid shall only rank in such division in proportion to the time during such period for which he has held office. The foregoing provisions shall not apply to a Director who holds any salaried employment or office in the Company except in the case of sums paid in respect of Director's fees.
	(B)	Payment to any Director or past Director of any sum by way of compensation for loss of office or as consideration for on in connection with his retirement from office (not being a payment to which the Director is contractually entitled) must be approved by the Company in general meeting.
Directors' expenses	107.	The Directors shall also be entitled to repaid or prepaid all travelling, hotel and other expenses reasonably incurred or expected to be incurred by them respectively in or about the performance of their duties as Directors, including their expenses of travelling to and from board meetings, committee meetings or general meetings or separate meetings of any class of shares or of debenture of the Company or otherwise incurred whilst engaged on the business of the Company or in the discharge of their duties as Directors.
Special remuneration	108.	The Board may grant special remuneration if any Director who having been called upon and being willing to do so, shall render or perform any special or extra services to or at the request of the Company including travelling or residing abroad for any business of the Company. Such special remuneration may, as the Board shall determine, be made payable to such Director either in addition to or in substitution for his ordinary remuneration as a Director, and may be made payable by way of salary, commission or participation in profits or otherwise as may be arranged and the same shall be charged as part of the ordinary working expenses of the Company.

- Remuneration of Managing Directors, etc
109. Notwithstanding Bye-law 106, 107 and 108, the remuneration of a Managing Director, Joint Managing Director, Deputy Managing Director or other Executive Director or a Director appointed to any other office in the management of the Company shall from time to time be fixed by the Board and may be by way of salary, commission, or participation in profit or otherwise or by all or any of those modes and with such other benefits (including pension and/or gratuity and/or other benefits on retirement) and allowances as the Board may from time to time decide. Such remuneration shall be in addition to his remuneration as a Director.
- When office of Director to be vacated
110. A Director shall vacate his office:
- (1) if he becomes bankrupt or has a receiving order made against him or suspends payment or makes any arrangement or composition with his creditors generally;
 - (2) if he becomes a lunatic or of unsound mind;
 - (3) if he absents himself from meetings of the Board or his office as a Director during a continuous period of six (6) months, without special leave of absence from the Board, whether or not any alternate Director appointed by him attends such meeting of the Board and the Board resolves that he has by reason of such absence vacated his office;
 - (4) if he becomes prohibited from acting as a Director by law or by reason of any order made by any court of competent jurisdiction;
 - (5) if he resigns his office by notice in writing delivered to the Company at its Head Office or submitted to a meeting of the Board;
 - (6) if, having been appointed to an office under Bye-law 112, he is dismissed or removed therefrom by the Board under Bye-law 113; or
 - (7) if he shall be removed from office pursuant to these Bye-laws.
- Directors may contract with the Company
- 111(A) Subject to the Companies Act and to these Bye-laws, no Director or proposed or intended Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any manner whatever, nor shall any such contract or any other contract or arrangement entered into by or on behalf of the Company with any person, company or partnership of or in which any Director shall be a member or otherwise interested be liable on that account to being avoided, nor shall any Director so contracting or being any member or so

interested be liable to account to the Company or the members for any remuneration, profit or other benefits realised by any such contract or arrangement by reason only of such Director holding that office or the fiduciary relationship thereby established.

- (B) A Director who is to his knowledge is in any way, whether directly or indirectly, interested in any contract or arrangement with the Company shall declare the nature of his interest at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, if he knows his interest then exists, or in any other case at the first meeting of the Board after he knows that he is or has become so interested. For the purposes of this Bye-law, a general notice to the Board by a Director that (a) he is a member of a specified company or firm and is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with that company or firm or (b) by reason of the facts specified in the notice, he is to be regarded as interested in any contract or arrangement which may be made with any specified person after the date of such notice shall be a sufficient declaration of interest in relation to any contract or arrangement so made, provided that no such notice shall be of effect unless it is given at a meeting of the Board at which it is practicable for him to do so or the Director takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given.
- (C) A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his associates is materially interested, but this prohibition shall not apply to any of the following matters namely:
- (1) any contract or arrangement for the giving to such Director or his associate(s) any security or indemnity in respect of money lent by him or any of his associates or obligations incurred or undertaken by him or any of his associates at the request of or for the benefit of the Company or any of its subsidiaries;
 - (2) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
 - (3) any contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;

- (4) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company;
 - (5) any contract or arrangement concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or a shareholder or in which the Director or his associate(s) is/are beneficially interested in shares of that company, provided that the Director and any of his associates are not in aggregate beneficially interested in 5 per cent. or more of the issued shares of any class of such company (or of any third company through which his interest or that of his associates is derived) or of the voting rights; or
 - (6) any proposal concerning the adoption, modification, or operation of a share option scheme, a pension fund or retirement, death or disability benefits scheme or other arrangement which relates both to directors, his associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates.
- (D) A company shall be deemed to be a company in which a Director and/or his associate(s) own(s) 5 per cent. or more if and so long as (but only if and so long as) he and/or his associates (either directly or indirectly) is/are the holder(s) of or beneficially interested in 5 per cent. or more of any class of the equity share capital of such company or of the voting rights available to members of such company (or of any third company through which his interest or that of any of his associates is derived). For the purpose of this paragraph there shall be disregarded any shares held by a Director or his associate(s) as bare or custodian trustee and in which he or any of them has no beneficial interest, any shares comprised in a trust in which the interest of the Director and/or his associate(s) is/are in reversion or remainder if and so long as some other person is entitled to receive the income thereof, and any shares comprised in an authorized unit trust scheme in which the Director and/or his associate(s) is/are interested only as a unit holder and any shares which carry no voting right at general meetings and very restrictive dividend and return of capital right.
- (E) Where a company in which a Director and/or his associate(s) hold(s) 5 per cent. or more is materially interested in a transaction, then that Director and/or his associate(s) shall also be deemed materially interested in such transaction.

- (F) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the Chairman of the meeting) or his associate(s) or as to the entitlement of any Director (other than such Chairman) to vote and such question is not resolved by his voluntarily agreeing to abstain from voting, such question shall be referred to the Chairman of the meeting and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director and/or his associate(s) concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the Chairman of the meeting such question shall be decided by a resolution of the Board (for which purpose such Chairman shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such Chairman as known to such Chairman has not been fairly disclosed to the Board.
- (G) A Director may hold any other office or place of profit with the Company (except that of Auditor) in conjunction with his office of Director for such period and upon such terms as the Board may determine, and may be paid such extra remuneration therefor (whether by way of salary, commission, participation in profits or otherwise) as the Board may determine. The Board may exercise the voting powers conferred by the shares in any other company held or owned by the Company, or exercisable by members of the Board as directors of such other company in such manner in all respects as it thinks fits including the exercise thereof in favour of any resolution appointing the Directors or any of them to be directors or officers of such other company, or voting or providing for the payment of remuneration to the directors or other officers of such other company.
- (H) Subject to the provisions of the Companies Act, a Director may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or any other company in which it may be interested as a vendor, shareholder or otherwise and no such Director shall be accountable to the Company or the members for any remuneration, profit or other benefits received by him as a director or officer of or from his interest in such other company.
- (I) A Director may act by himself or by his firm in a professional capacity for the Company and he or his firm shall be entitled to remuneration for professional services as if he were not a Director but a Director or his firm shall not act as Auditors to the Company.
- (J) A Director shall not vote or be counted in the quorum on any resolution of the Board concerning his own appointment as the holder of any office or place of profit with the Company or any other company in which the Company is interested (including the adoption of the arrangement or variations of the terms thereof, or the termination thereof).

- (K) Where arrangements are under consideration concerning the appointment (including the adoption of the arrangement or variation of the terms thereof, or the termination thereof) of two or more Directors to offices or places of profit with the Company or any other company in which the Company is interested, separate resolution may be put in relation to each Director and in such case each of the Directors concerned shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment (or the arrangement or variation of the terms thereof, or the termination thereof) and except (in the case of an office or place of profit with any such other company as aforesaid) where the other company is a company in which the Director together with any of his associates owns 5 per cent. or more.

MANAGING DIRECTORS, ETC.

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| Power to appoint Managing Directors, etc | 112. | The Board may from time to time appoint any one or more of its body to the office of Managing Director, Joint Managing Director, Deputy Managing Director, or other Executive Director, or other Executive Director and/or to hold any other employment or executive office with the Company in the management of the business of the Company as it may decide for such period and upon such terms as it thinks fit and upon such terms as to remuneration as it may decide in accordance with Bye-law 109. |
| Removal of Managing Directors, etc. | 113. | Every Director appointed to an office under Bye-law 112 shall be liable to be dismissed or removed therefrom by the Board. Any such dismissal or removal as aforesaid shall be without prejudice to any claim for damages for any breach of any contract of service between him and the Company. |
| Cessation of appointment | 114. | A Director appointed to an office under Bye-law 112 shall be subject to the same provision as to rotation, resignation and removal as the other Directors of the Company, and he shall ipso facto and immediately cease to hold such office if he shall cease to hold the office of Director for any cause. |
| Powers may be delegated | 115. | The Board may from time to time entrust to and confer upon a Managing Director, Joint Managing Director, Deputy Managing Director or Executive Director all or any of the powers exercisable under these Bye-laws by the Board that it may think fit provided that the exercise of all powers by such Director shall be subject to such regulations and restrictions as the Board may from time to time make and impose, and the said powers may at any time be withdrawn, revoked or varied, but no person dealing in good faith and without notice of such withdrawal, revocation of variations shall be affected thereby. |

MANAGEMENT

General Powers
of Company
vested in Board

116(A) The management of the business of the Company shall be vested in the Board which, in addition to the powers and authorities by these Bye-laws expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and which are not hereby or by the Companies Act required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Companies Act and of these Bye-laws and to any regulations from time to time made by the Company in general meeting not being inconsistent with such provisions provided that no regulation so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.

(B) Without prejudice to the general powers conferred by these Bye-laws, it is hereby expressly declared that the Board shall have the following powers:

- (1) to give to any person the right or option of requiring at a future date that an allotment shall be made to him of any share at par or at such premium as may be agreed;
- (2) to give to any Directors, officers or servants of the Company an interest in any particular business or transaction or participation in the profits thereof or in the general profits of the Company either in addition to or in substitution for a salary or other remuneration; and
- (3) to exercise all the powers of the Company to borrow money and to mortgage or charge all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company and to issue debenture, debenture stocks, bonds and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or any third party.

Local board

117. The Board may establish any committee, regional or local board or agencies for managing any of the affairs of the Company, either in Bermuda, the Relevant Territory or elsewhere, and may appoint any persons to be members of such committee, regional or local boards or agencies and may fix their remuneration, and may delegate to any committee, regional or local board or agency any of the powers, authorities and discretions vested in the Board (other than its powers to make calls and forfeit shares), with power to sub-delegate, and may authorise the members of any committee or regional or local board or agency or any of them to fill any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be upon such terms and subject to such conditions as the Board may think fit, and the Board may remove any person so appointed and may annul or vary any such delegation, but no person dealing in good faith and

without notice of any such annulment or variation shall be affected thereby.

Power of
establish
pension funds

118. The Board may establish and maintain or procure the establishment and maintenance of any contributory or non-contributory scheme or superannuation funds for the benefit of, or give or procure the giving of donations, gratuities, pensions, allowances, emoluments or other benefits to, any person who are or were at any time in the employment or service of the Company, or of any company which is a subsidiary of the Company, or is allied or associated with the Company or with any such subsidiary company, or who are or were at any time Directors or officers of the Company or of any such other company as aforesaid, or hold or have held any salaried employment or office in the Company or such other company, and the spouses, widows, widowers, families and dependents of any such persons. The Board may also establish and subsidise or subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interests and well-being of the Company or of any such other company or persons as aforesaid and may make payments for or towards the insurance of any such persons as aforesaid, and subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object. The Board may do any of the matters aforesaid, either alone or in conjunction with any such other company as aforesaid. Any Director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

MANAGERS

Appointment
and
remuneration
of managers

119. The Board may from time to time appoint a general manager, manager or managers of the Company and may fix his or their remuneration either by way of salary or commission or by conferring the right to participation in the profits of the Company or by a combination of two or more of these modes and pay the working expenses of any of the staff of the general manager, manager or managers who may be employed by him or them upon the business of the Company.

Tenure of
office and
powers

120. The appointment of such general manager, manager or managers may be for such period as the Board may decide and the Board may confer upon him or them all or any of the powers of the Board as it may think fit.

Terms and
conditions of
appointment

121. The Board may enter into such agreements with any such general manager, manager or managers upon such terms and conditions in all respects as the Board may in its absolute discretion think fit, including a power for such general manager, manager or managers to appoint an assistant manager or managers or other employees whatsoever under them for the purpose of carrying on the business of the Company.

CHAIRMAN AND OTHER OFFICERS

- Chairman 122. The Board shall, as soon as may be after each appointment or election of Directors, elect amongst the Directors a President and a Vice-President or a Chairman and a Deputy Chairman and determine the period for which each of them is to hold office. The Chairman or, in his absence, the Deputy Chairman shall preside at meetings of the Board, but if at any meeting of the Board the Chairman or Deputy Chairman is not present within five (5) minutes after the time appointed for holding the same, the Directors present shall choose one of their number to be Chairman of such meeting. All the provisions of Bye-law 113, 114 and 115 shall mutatis mutandis apply to any Directors elected or otherwise appointed to any office in accordance with the provisions of this Bye-law.

PROCEEDINGS OF DIRECTORS

- Meetings of Directors Quorum, etc 123. The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit and may determine the quorum necessary for the transaction of business. Unless otherwise determined, two (2) Directors shall be a quorum. The Board or any committee of the Board may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other and, for the purpose of counting a quorum, such participation shall constitute presence at a meeting as if those participating were present in person.
- Convening a Board meeting 124. A Director may, and on the request of a Director the Secretary shall, at any time summon a meeting of the Board. Notice thereof shall be given to each Director and alternate Director either in writing or by telephone or by telex or telegram at the address, telephone, telex or telegram number from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine accompanied or followed by an agenda specifying the business to be transacted thereat. No decision shall be reached at a meeting of the board on any matter which has not been referred to in the agenda. A Director absent or intended to be absent from the Relevant Territory may request the Board that notices of Board meetings shall during his absence be sent in writing to him at his last known address or any other address given by him to the Company for this purpose, but such notices need not be given any earlier than notices given to Directors not so absent and in the absence of any such request it shall not be necessary to give notice of a Board meeting to any Director who is for the time being absent from the Relevant Territory. A Director may waive notice of any meeting of the Board and any such waiver may be retrospective or may be a general waiver sine die or in respect of a number of meetings. A meeting of the Board shall be deemed to be duly and validly convened notwithstanding that is called by shorter or irregular notice if all the Directors

entitled to receive notice of and attend such meeting have so agreed.

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| How questions to be decided | 125. | Questions arising at any meeting of the Board shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote. |
| Chairman | 126. | The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office. The Chairman so elected shall preside at all meetings of the Board. If no such Chairman is elected, or if at any meeting the Chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of such meeting. |
| Power of meeting | 127. | A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under these Bye-laws for the time being vested in or exercisable by the Board generally. |
| Power to appoint committee and to delegate | 128. | The Board may delegate any of its powers, authorities and discretions to committees consisting of such member or members of its body and such other persons as it thinks fit, and it may from time to time revoke such delegation or revoke the appointment of and discharge any committee either wholly or in part, and either as to persons or purposes, but every committee so formed shall in the exercise of the powers, authorities and discretions so delegated conform to any regulations that may from time to time be imposed upon it by the Board. The Board may authorise the members of any such committee or any of them, to fill any vacancy therein and to act notwithstanding such vacancies. |
| Acts of committee to be of same effect as act of Board | 129. | All acts done by any such committee referred to in Bye-law 128 in conformity with such regulations and in fulfilment of the purposes for which it is appointed, but not otherwise, shall have the like force and effect as if done by the Board, and the Board shall have power, with the consent of the Company in general meeting, to remunerate the members of any special committee, and charge such remuneration to the current expenses of the Company. |
| Proceedings of committee | 130. | The meetings and proceedings of any such committee referred to in Bye-law 128 consisting of two (2) or more members shall be governed mutatis mutandis by the provisions herein contained for regulating the meetings and proceedings of the Board so far as the same are not superseded by any restrictions imposed upon such committee by the Board under these Bye-laws. |

- When acts of Directors or committee to be valid notwithstanding defects
131. All acts bona fide done by any meeting of the Board or by a committee of Board or by any person acting as a Director shall, notwithstanding that it shall be afterwards discovered that there was some defect in the appointment of such Director or persons acting as aforesaid or that they or any of them were disqualified or had vacated office, be as valid as if every such person had been duly appointed and was qualified or had continued to be a Director or member of such committee as regards all persons dealing with the Company in good faith.
- Directors' powers when vacancies exist
132. The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to these Bye-laws as the necessary quorum of a board meeting, the continuing Director or Directors may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Company but for no other purpose.
- Directors' resolutions
133. A resolution in writing signed by each and every one of the Directors (or his alternate Director pursuant to Bye-law 104(D)) for the time being entitled to receive notice of a meeting of the Board shall be valid and effectual as if it had been passed at a meeting of the Board duly convened, held and constituted and may consist of several documents in like form each signed by one or more of the Directors or his or their alternate Director. A resolution purporting to have been transmitted by a Director (or his alternate) to the Company by telegram, telex, telecopier or other facsimile equipment shall be deemed to be a document signed by him for the purpose of this Bye-law.
- Power to authenticate documents
134. A Director or the Secretary or any person appointed by the Board for the purpose shall have power to authenticate any documents affecting the constitution of the Company and any resolution passed by the Company or the Board or any committee of the Board and any books, records, documents and accounts relating to the business of the Company and to certify copies thereof or extracts therefrom as true copies or extracts; and where any books, records, documents or accounts are elsewhere than at the Head Office the local manager or other officer of the Company having the custody thereof shall be deemed to be the person appointed by the Board as aforesaid.
- Documents authenticated as above to be conclusive
135. A document purporting to be a copy of a resolution or an extract from the minutes of a meeting of the Board or of committee of the Board which is certified as such in accordance with the provisions of Bye-law 134 shall be conclusive evidence in favour of all persons dealing with the Company upon the faith thereof that such resolution has been duly passed or as the case may be that such extract is a true and accurate record of a duly constituted meeting of the Board or of the committee.

MINUTES

Minutes of
proceedings

- 136(A) The Board shall cause minutes to be entered and kept in the books provided for the purpose of:
- (1) all appointments of officers;
 - (2) the names of the Directors present at each meeting of the Board and of committees appointed pursuant to Bye-law 128; and
 - (3) all resolutions and proceedings at all meetings of the Company and of the Board and of such committee.
- (B) Any minutes referred to in paragraph (A) shall be conclusive evidence of any such proceedings if they purport to be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.
- (C) The Directors shall duly comply with the provisions of the Companies Act with regard to keeping the Register and to the production and furnishing of copies of or extracts from the Register.
- (D) Any register, index, minute book, book of account or other book required by these Bye-laws or the Companies Act to be kept by or on behalf of the Company may be kept either by making entries in bound books or by recording them in any other manner which shall include, without prejudice to the generality thereof, recording by means of magnetic tape, microfilm, computer or any other non-manual system of recording. In any case in which bound books are not used, the Directors shall take adequate precautions for guarding against falsification and for facilitating its discovery.

SECRETARY

Appointment
of Secretary

137. The Secretary shall be appointed by the Board for such term, with such remuneration and upon such conditions as it may think fit. Any Secretary so appointed may be removed from office by the Board but without prejudice to any claim for damages for breach of any contract or service between him and the Company if such a contract of service exists. The Board may also appoint from time to time on such terms as it thinks fit one or more assistant, temporary or deputy Secretaries. Anything by the Companies Act or these Bye-laws required or authorised to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant, temporary or deputy Secretary, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specifically in that behalf of the Board. If the Secretary appointed is a corporation or other body, it may act

and sign by the hand of any one or more of its directors or officers duly authorised.

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| Duties of Secretary | 138. | The duties of the Secretary shall be those specified by the Companies Act and these Bye-laws, together with such other duties as may from time to time be prescribed by the Board. |
| Same person not to act in two capacities | 139. | Any provisions of the Companies Act or these Bye-laws requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by it being done by or to the same person acting both as Director and as, or in the place of, the Secretary. |

THE SEAL

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| Custody of seal | 140. | The Company shall have one or more seals as the Board may determine. The Board shall provide for the safe custody of each seal and no seal shall be used without the authority of the Board or a committee of the Board authorised by the Board in that behalf. Every instrument to which a seal shall be affixed shall be signed autographically by a Director or by such person or persons duly authorised by the Board for the purpose, provided that the Board may either generally or in any particular case or cases resolve (subject to such restrictions as to the manner in which a seal may be affixed as the Board may determine) that such signatures or any of them may be affixed to certificates for shares or debentures or representing any other form of security by some mechanical means other than autographic to be specified in such resolution or that such certificates need not be signed by any person. Every instrument executed in the manner provided by this Bye-law shall be deemed to be sealed and executed with the authority of the Board previously given. |
| Securities Seal | 141. | The Company may have a securities seal for use for sealing certificates for shares or other securities issued by the Company and no signature of any Director, officer or other person and no mechanical reproduction thereof shall be required on any such certificates or other document and any such certificates or other document to which such securities seal is affixed shall be valid and deemed to have been sealed and executed with the authority of the Board notwithstanding the absence of any such signature or mechanical reproduction as aforesaid. |
| Cheques and banking arrangements | 142. | All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Company shall be signed, drawn, accepted, indorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine. The Company's bank accounts shall be kept with such banker or bankers as the Board shall from time to time determine. |

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| Power to appoint attorney | 143(A) The Board may from time to time and at any time, by power of attorney under its seal, appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Bye-laws) and for such period and subject to such conditions as it may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit, and may also authorise any such attorney to sub-delegate all or any of the powers authorities and discretions vested in him. |
| Execution of deeds by attorney | (B) The Company may, by writing under its seal, empower any person, either generally or in respect of any specified matter, as its attorney to execute deeds and instruments on its behalf and to enter into contracts and sign the same on its behalf and every deed signed by such attorney on behalf of the Company and under his seal shall bind the Company and have the same effect as if it were under the seal of the Company. |

DESTRUCTION OF DOCUMENTS

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| Share and warrant certificate | 144. Subject to the provisions of the Companies Act, the Company shall be entitled to destroy the following documents at the following times; |
| Dividend mandate | (1) any share or warrant certificate which has been cancelled at any time after the expiry of one (1) year from the date of such cancellation; |
| Instrument of transfer | (2) any dividend mandate or any variation or cancellation thereof or any notification of change of name or address at any time after the expiry of two (2) years from the date on which such mandate variation cancellation or notification was recorded by the Company; |
| Allotment letter | (3) any instrument of transfer of shares or warrants which has been registered at any time after the expiry of six (6) years from the date of registration; |
| Powers of attorney | (4) any allotment letters after the expiry of six (6) years from the date of issue thereof; |
| | (5) copies of powers of attorney, grants of probate and letters of administration at any time after the expiry of two (2) years after the account to which the relevant power of attorney, grant of probate or letters of administration related has been closed; and |

Other
document

- (6) any other document, on the basis of which any entry in the register is made, at any time after the expiry of six (6) years from the date on which an entry in the register was first made in respect of it;

and it shall conclusively be presumed in favour of the Company that every entry in the register purporting to be made on the basis of any such documents so destroyed was duly and properly made and every share certificate so destroyed was a valid certificate duly and properly cancelled and that every instrument of transfer so destroyed was a valid and effective instrument duly and properly registered and that every other document destroyed hereunder was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company. Provided always that:

- (1) the foregoing provisions of this Bye-law shall apply only to the destruction of a document in good faith and without express notice to the Company that the preservation of such document was relevant to a claim;
- (2) nothing contained in this Bye-law shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any case where the conditions of proviso (1) above are not fulfilled; and
- (3) references in this Bye-law to the destruction of any document include references to its disposal in any manner.

RESERVES

Reserves

145. The Board may, before recommending any dividend, whether preferential or otherwise, set aside out of the profits of the Company such sums as it thinks proper as a reserve or reserves which shall, at the discretion of the Board, be applicable for meeting claims on or liabilities of the Company or contingencies or for paying off any loan capital or for equalising dividends or for any other purpose to which the profits of the Company may be properly applied, and pending such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may from time to time think fit, and so that it shall not be necessary to keep any reserve separate or distinct from any other investments of the Company. The Board may also without placing the same to reserve carry forward any profits which it may think prudent not to distribute by way of dividend.

CAPITALISATION OF RESERVES

Power to capitalise

146. The Company in general meeting may by Ordinary Resolution upon the recommendation of the Board resolve that it is desirable to capitalise any part of the amounts for the time being standing to the credit of any of the Company's reserve accounts (including any contributed surplus account and also including any share premium account or other undistributable reserve, but subject to the provisions of the Companies Act with regard to unrealised profits) or to the credit of the profit and loss account or otherwise available for distribution and not required for the payment or provision of fixed dividend on any shares entitled to fixed preferential dividends with or without further participation in profits and that the Board be accordingly authorised and directed to appropriate the profits or sum so reserved to be capitalised and be sub-divided to the members in the proportion in which such profits or sum would have been divisible amongst them had the same been applied or been applicable in paying dividends on the shares held by them on such date as shall be fixed by or in accordance with such resolutions, and to apply such profits or sum on their behalf, either in or towards paying up any amounts, if any, for the time being unpaid on any shares held by such members respectively, or in the paying up in full of unissued shares or debentures of the Company of a nominal amount equal to such profits or sum, such shares or debentures to be allotted and distributed, credited as fully paid up, to and amongst such members in proportion aforesaid, or partly in one way and partly in the other, provided that for the purpose of this Bye-law, and subject to Section 40(2A) of the Companies Act, any amount standing to the credit of share premium account and any reserve or fund representing unrealised or other undistributable profits may only be applied in paying up of unissued shares to be issued to members of the Company as fully paid up shares. In carrying sums to reserve and in applying the same, the Board shall comply with the provisions of the Companies Act.

Effect of resolution to capitalise

147(A) Whenever such a resolution as referred to in Bye-law 146 shall have been passed the Board shall make all appropriations and applications of the reserves and undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares, debentures or other securities, if any, and generally shall do all acts and things required to give effect thereto, with full power to settle any difficulty which may arise with regard to a capitalisation issue as the Board may think fit, and in particular may disregard fractional entitlements to shares or debentures or round the same up or down, and with full power to make such provision by the issue of fractional certificates and the Board may determine that cash payments shall be made to any members in lieu of fractional entitlements or that fractions of such value as the Board may determine may be disregarded in order to adjust the rights of all parties or that fractional entitlements shall be aggregated and sold and the benefit shall accrue to the Company rather than to members concerned. The

Board may also authorise any person to enter on behalf of all members entitled thereto into an agreement with the Company providing allotment to them respectively, credited as fully paid up, of any further shares, debentures or other securities to which they may be entitled upon such capitalisation or, as the case may require, for the payment up by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members. The Board may resolve that no such allotments and issues of fully paid-up shares or debentures or securities shall be made available or made to shareholders with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable and in such event the Board may make such alternative arrangements for the shareholders aforesaid as it thinks expedient including authorising any person to sell the shares or debentures to which the aforesaid shareholders are otherwise entitled and the only entitlement of such shareholders in the event shall be to receive the proceeds realised from such sale.

- (B) The Board may, in relation to any capitalisation sanctioned under this Bye-law, in its absolute discretion specify that, and in such circumstances and if directed so to do by a member or members entitled to an allotment and distribution credited as fully paid up of unissued shares or debentures in the Company pursuant to such capitalisation, allot and distribute credited as fully paid the issued shares, debentures or other securities to which that member is entitled to such person or persons as that member may nominate by notice in writing to the Company, such notice to be received by the Company at its Head Office not later than the day for which the general meeting of the Company to sanction the capitalisation is convened.

DIVIDENDS

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| Power to declare dividends and to make distribution | 148. | Subject to the Companies Act, the Company in general meeting may by Ordinary Resolution declare dividends in any currency but no dividends shall exceed the amount recommended by the Board, The Company may also by Ordinary Resolution make a distribution to the members out of any contributed surplus (as ascertained in accordance with the Companies Act). |
| Board's power to pay interim dividends | 149(A) | The Board may, if it thinks fit, from time to time pay to the members such interim dividends as appear to the Board to be justified by the profits of the Company and, in particular (but without prejudice to the generality of the foregoing), if at any time the share capital of the Company is divided into different classes, the Board may pay such interim dividends in respect of those shares in the capital of the Company which confer on the |

holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend, and, provided that if the Board acts bona fide it shall not incur any responsibility to the holders of shares conferring any preference for any loss that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferential rights.

- (B) The Board may also pay half-yearly or at other suitable intervals to be settled by it any dividend which may be payable at a fixed rate if the Board is of the opinion that the profits justify the payment.

Payment of dividend and distribution out of contributed surplus

- 150. No dividend shall be paid or distribution made out of contributed surplus if to do so would render the Company unable to pay its liabilities as they become due or the realisable value of its assets would thereby become less than the aggregate of its liabilities and its issued share capital and share premium accounts. No dividend, unless the same is not paid by the Company when due and payable shall carry interest.

Scrip dividend

- 151(A) Whenever the Board or the Company in general meeting has resolved that a dividend be paid or declared on the shares of the Company, the Board may further resolve:

- (1) that such dividend be satisfied wholly or in part in the form of an allotment of shares credited as fully paid-up, provided that the members entitled thereto will be entitled to elect to receive such dividend (or part thereof) in cash in lieu of such allotment. In such case, the following provisions shall apply:

- (a) the basis of any such allotment shall be determined by the Board;

- (b) the Board, after determining the basis of allotment, shall give not less than two (2) weeks' notice in writing to the members of the right of election accorded to them and of the record date related thereto and shall send with or following such notice forms of election and specify the procedure to be followed and the place at which the latest date and time by which duly completed forms of election must be lodged in order to be effective;

- (c) the right of election may be exercised in respect of the whole or part of that portion of the dividend in respect of which the right of election has been accorded; and

- (d) the dividend (or that part of the dividend to be satisfied by the allotment of shares as aforesaid) shall not be payable in cash on shares in respect whereof the cash election has not been duly exercised (the “non-elected shares”) and in satisfaction thereof shares shall be allotted credited as fully paid-up to the holders of the non-elected shares on the basis of allotment determined as aforesaid and for such purpose the Board shall capitalise and apply out of any part of the undivided profits of the Company or any part of any sum standing to the credit of the Company’s reserve accounts (including, subject to Bye-law 146, sums standing to the credit of any special account, contributed surplus account and share premium account) or to the credit of the profit and loss account or any sum otherwise available for distribution as the Board may determine, a sum equal to the aggregate nominal amount of the shares to be allotted on such basis and apply the same in paying up in full the appropriate number of shares for allotment and distribution to and amongst the holders of the non-elected shares on such basis.

or

- (2) that the members entitled to such dividend will be entitled to elect to receive an allotment of shares credited as fully paid-up in lieu of the whole or such part of the dividend as the Board may think fit on the basis that the shares so allotted shall be of the same class or classes as the class or classes of shares already held by the allottee. In such cases, the following provisions shall apply:
 - (a) the basis of any such allotment shall be determined by the Board;
 - (b) the Board, after determining the basis of allotment, shall give not less than two (2) weeks’ notice in writing to the members of the right of election accorded to them and shall send with or following such notice forms of election and specify the procedure to be followed and the place at which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;
 - (c) the right of election may be exercised in respect of the whole or part of that portion of the dividend in respect of which the right of election has been accorded; and

(d) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable on shares in respect whereof the share election has been duly exercised (the “elected shares”) and in lieu thereof shares shall be allotted credited as fully paid to the holders of the elected shares on the basis of allotment determined as aforesaid and for such purpose the Board shall capitalise and apply out of any part of the undivided profits of the Company or any part of any sums standing to the credit of any special account, the contributed surplus account, the Company’s reserve accounts (including, subject to Bye-law 148, any sums standing to the credit of the share premium account) or to the credit of the profit and loss account or any sum otherwise available for distribution as the Board may determine, a sum equal to the aggregate nominal amount of the shares to be allotted on such basis and apply the same in paying up in full the appropriate number of shares for allotment and distribution to and amongst the holders of the elected shares on such basis.

(B) The shares allotted pursuant to the provisions of paragraph (A) of this Bye-law shall rank *pari passu* in all respects with the shares then in issue save only as regards participation:

(1) in the relevant dividend (or the right to receive or to elect to receive an allotment of shares in lien thereof as aforesaid); and

(2) in any other distributions, bonuses or rights paid, made, declared or announced prior to or contemporaneously of the relevant dividend unless contemporaneously with the announcement by the Board of their proposal to apply the provisions of sub-paragraph (1) or (2) of paragraph (A) of this Bye-law in relation to the relevant dividend or contemporaneously with their announcement of the distribution, bonus or rights in questions, the Board shall specify that the shares to be allotted pursuant to the provisions of paragraph (A) of this Bye-law shall rank for participation in such distribution, bonus or rights.

(C) The Board may do all acts and things considered necessary or expedient to give effect to any capitalisation pursuant to the provisions of paragraph (A) of this Bye-law with full power to the Board to make such provisions as it thinks fit in the case of shares becoming distributable in fractions (including provisions whereby, in whole or in part, fractional entitlements are aggregated and sold and the net proceeds distributed to those entitled, or are disregarded or rounded up or down or whereby the benefit of fractional entitlements accrues to the Company

rather than to the members concerned). The Board may authorise any person to enter into on behalf of all members interested, an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made pursuant to such authority shall be effective and binding on all concerned).

- (D) The Company may upon the recommendation of the Board by Special Resolution resolve in respect of any one particular dividend of the Company that notwithstanding the provisions of paragraph (A) of this Bye-law, a dividend may be satisfied wholly in the form of an allotment of shares credited as fully paid up without offering any right to shareholders to elect to receive such dividend in cash in lieu of such allotment.
- (E) The Board may on any occasion determine that rights of election and the allotment of shares under paragraph (A) of this Bye-law shall not be made available or made to any shareholders with registered addresses in any territory where in the absence of a registration statement or other special formalities the circulation of an offer of such rights of election or the allotment of shares would or might, in the opinion of the Board, be unlawful or impracticable, and in such event the provisions aforesaid shall be read and construed subject to such determination.

Dividends to be paid in proportion to paid up capital

152. Unless and to the extent that the rights attached to any shares or the terms of issue thereof otherwise provide, all dividends shall (as regards any shares not fully paid throughout the period in respect of which the dividend is paid) be apportioned and paid pro rata according to the amounts paid or credited as paid up on the shares during any portion or portions of the period in respect of which the dividend is paid. No amount paid on a share in advance of calls shall for this purpose be treated as paid on the share.

Retention of dividends, etc

- 153(A) The Board may retain any dividends or other moneys payable on or in respect of a share upon which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

Deduction of debts

- (B) The Board may deduct from any dividend or bonus payable to any member all sums of money (if any) presently payable by him to the Company on account of calls, installments or otherwise.

Retention on transmission of shares

- (C) The Board may retain the dividends or other moneys payable on or in respect of a share in respect of which any person is, under the provisions as to the transmission of shares hereinbefore contained, entitled to become a member, or which any person is under those provisions entitled to such transfer, until such person shall become a member in respect of such shares.

Dividends and call together	154.	Any general meeting sanctioning a dividend may make a call on the members of such amount as the meeting fixes, but so that the call on each member shall not exceed the dividend payable to him, and so that the call shall be made payable at the same time as the dividend, and the dividend may, if so arranged between the Company and the member, be set off against the call.
Effect of transfer	155.	A transfer of shares shall not pass the right to any dividend or bonus declared thereon before the registration of transfer of such share.
Receipt for dividends by joint holders of shares	156.	If two (2) or more persons are registered as joint holders of any shares, any one of such joint holders may give effectual receipts for any dividends, interim dividends, bonuses or other moneys or property distributable in respect of such shares.
Payment by post	157.	Unless otherwise directed by the Board, any dividend, bonus, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post to the registered address of the member entitled, or, in case of joint holders, to the registered address of the holder whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant so sent shall, unless the holder or joint holders otherwise direct, be made payable to the order of the person to whom it is sent, and shall be sent at his or their risk and the payment of any such cheque or warrant shall operate as a good discharge to the Company in respect of the dividend and/or bonus represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged.
Unclaimed dividend	158(A)	The Board may cease sending dividend warrants by post to a member if dividend warrants sent through the post in a prepaid letter addressed to the member at his registered address or otherwise the last known address given by the member are returned undelivered or are left uncashed on two consecutive occasions.
	(B)	All dividends or bonuses unclaimed for one year after having been declared may be invested or otherwise made use of by the Board for the benefit of the Company until claimed but the Company shall not be constituted a trustee in respect thereof. All dividends or bonuses unclaimed for six (6) years after having been declared may be forfeited by the Board and shall revert to the Company and after such forfeiture no member or other person shall have any right to any such dividend or bonus.
Record date for dividend	159.	Any resolution declaring a dividend on share of any class, whether a resolution of the Company in general meeting or a resolution of the Board, may specify that the same shall be

payable or distributable to the persons registered as the holder of such shares at the close of business on a particular date, notwithstanding that it may be a date prior to that on which the resolution is passed, and thereupon the dividend shall be payable or distributable to them in accordance with their respective holdings so registered, but without prejudice to the rights inter se in respect of such dividend of transferors and transferees of any such shares. The provisions of this Bye-law shall mutatis mutandis apply to bonuses, capitalisation issues, distributions of realised capital profits or offers or grants made by the Company to the members.

Dividend in specie

160. Whenever the Board or the Company in general meetings has resolved that a dividend be paid or declared, the Board may further resolve that such dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe for securities of the Company or any other company, or in any one or more of such ways, with or without offering any rights to shareholders to elect to receive such dividend in cash, and where any difficulty arises in regard to the distribution the Board may settle the same as it thinks expedient, and in particular may disregard fractional entitlements or round the same up or down, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may determine that fractional entitlements shall be aggregated and sold and the benefit shall accrue to the Company rather than to the members concerned, and may vest any such specific assets in trustees as may seem expedient to the Board and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend and such appointment shall be effective. Where requisite, the Board may appoint any person to sign a contract on behalf of the persons entitled to the dividend and such appointment shall be effective. Where requisite, the Board may appoint any person to sign a contract on behalf of the persons entitled to the dividend and such appointment shall be effective. The Board may resolve that no such assets shall be made available or made to shareholders with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable and in such event the only entitlement of the shareholders aforesaid shall be to receive cash payments as aforesaid. Shareholders affected as a result of the foregoing provision shall not be or be deemed to be, a separate class of shareholders for any purpose whatsoever.

DISTRIBUTION OF REALISED CAPITAL PROFITS

Distribution of realised capital profits

161. The Company in general meeting may at any time and from time to time resolve that any surplus moneys in the hands of the Company representing capital profits arising from moneys

received or recovered in respect of or arising from the realisation of any capital assets of the Company or any investments representing the same and not required for the payment or provisions of any fixed preferential dividend instead of being applied in the purchase of any other capital assets or for other capital purposes be distributed amongst the ordinary shareholders on the footing that they receive the same as capital and in the shares and proportions in which they would have been entitled to receive the same if it had been distributed by way of dividend, provided that no such profits as aforesaid shall be so distributed if there are reasonable grounds for believing that (a) the Company is, or would after the payment be, unable to pay its liabilities as they become due; or (b) the realisable value of the Company's assets would thereby be less than the aggregate of its liabilities and its issued share capital and share premium accounts.

ANNUAL RETURNS

Annual Returns	162.	The Board shall make the requisite annual or other returns or filings as may be required to be made in accordance with the Companies Act.
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ACCOUNTS

Accounts to be kept	163.	The Board shall cause true accounts to be kept of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place; and of the property, assets, credits and liabilities of the Company and all other matters required by the provisions of the Companies Act or necessary to give a true and fair view of the state of the Company's affairs and to show and explain its transactions.
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Where accounts to be kept	164.	The books of account shall be kept at the Head Office or at such other place or places as the Board thinks fit and shall always be open to the inspection of the Directors provided that such records as are required by the provisions of the Companies Act shall also be kept at the Registered Office.
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Inspection by members	165.	No member (not being a Director) or other person shall have any right to inspect any account or book or document of the Company except as conferred by the provisions of the Companies Act or ordered by a court of competent jurisdiction or authorised by the Board or by the Company in general meeting.
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Annual profit and loss account and balance sheet	166(A)	The Board shall from time to time cause to be prepared and laid before the Company at its annual and general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are required by the provisions of the Companies Act. The Auditors shall make a report to the members, in accordance with generally accepted auditing standards, on the accounts examined by them, and on every balance sheet, every
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profit and loss account and all group accounts laid before the Company in general meeting during their tenure of office. The Auditors' report shall be read before the Company in general meeting and open to inspection by any member. The generally accepted auditing standards referred to herein may be those of a country or jurisdiction other than Bermuda. If so, the financial statements and the report of the Auditors should disclose this fact and name such country or jurisdiction.

Annual report of Directors and balance sheet to be sent to members

- (B) Every balance sheet of the Company shall be approved by the Board and signed on behalf of the Board by two Directors, and a copy of every balance sheet (including every document required by law to be comprised therein or attached or annexed thereto) and profit and loss account which is to be laid before the Company in its annual general meeting, together with a copy of the Directors' report and a copy of the Auditors' report shall, not less than 21 days before the date of the meeting, be sent to every member of, and every holder of debentures of, the Company and every other person entitled to receive notices of general meetings of the Company under the provisions of the Companies Act or these Bye-laws, provided that this Bye-law shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures, If all or any of the shares or debentures of the Company are for the time being (with the consent of the Company) listed or dealt in on any stock exchange, there shall be forwarded to the appropriate officers of such stock exchange such number of copies of such documents as may for the time being be required under its regulations or practice.

AUDITORS

Appointment of Auditors

- 167(A) Auditors shall be appointed and the terms and tenure of such appointment and their duties at all times regulated in accordance with the provisions of the Companies Act.
- (B) The Company shall at each annual general meeting appoint one or more Auditors to hold office until the conclusion of the next annual general meeting, but if an appointment is not made, the Auditor or Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of the Company or of any of its subsidiaries or a partner, officer or employee of any such Director, officer or employee shall not be capable of being appointed Auditor of the Company. The Board may fill any casual vacancy in the office of Auditor, but while any such vacancy continues the surviving or continuing Auditor or Auditors (if any) may act. Subject as otherwise provided by the Companies Act, the remuneration of the Auditor or Auditors shall be fixed by or on the authority of the Company in the annual general meeting except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board and the remuneration of any Auditor appointed to fill any casual vacancy may be fixed by the Board.

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| Auditors to have right of access to books and accounts | 168. | The Auditor or Auditors of the Company shall have a right of access at all times to the books and accounts and vouchers of the Company and shall be entitled to require from the Directors and officers of the Company such information as may be necessary for the performance accounts of his or their duties. |
| Appointment of an auditor other than a retiring auditor | 169. | A person other than a retiring Auditor shall not be capable of being appointed Auditor at an annual general meeting unless notice of an intention to nominate that person to the office of Auditor has been given to the Company not less than twenty-one (21) days before the annual general meeting, and the Company shall send a copy of any such notice to the retiring Auditor and shall give notice thereof to the members not less than seven (7) days before the annual general meeting provided that the above requirements may be waived by notice in writing by the retiring Auditor to the Secretary provided that if after a notice of the intention to nominate an Auditor has been so given an annual general meeting is called for a date twenty-one (21) days or less after that notice has been given, the notice, though not given within the time required by this provision, shall be deemed to have been properly given for the purposes thereof, and the notice to be sent or given by the Company may instead of being sent or given within the time required by this provision be sent or given at the same time as the notice of the annual general meeting. |
| Defect in appointment of auditors | 170. | Subject to the provision of the Companies Act, all acts done by any person acting as an Auditor shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment or subsequently became disqualified. |

NOTICES

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| Service of notices | 171. | Any notice or document may be served by the Company on any member either personally or by hand delivery or sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the Register or by delivering or leaving it at such registered address or by advertisement in the Newspapers. In case of joint holders of a share, all notices or documents shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be sufficient notice to all the joint holders. |
| Members outside the Relevant Territory | 172. | Any member whose registered address is outside the Relevant Territory may notify the Company in writing of an address in the Relevant Territory which for the purpose of service of notice or documents shall be deemed to be his registered address. Where the registered address of the member is outside the Relevant Territory, notice, if given through the post, shall be sent by prepaid airmail letter. A member who has no registered address shall be deemed to have received any notice which shall have been displayed at the Head Office and shall have remained |

there for the space of twenty-four (24) hours and such notice shall be deemed to have been received by such member on the day following that on which it shall have been first so displayed.

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| When notice by post deemed to be served | 173. | Any notice or other document if served by post, shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is put into a post office situated within the Relevant Territory and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or other document was so addressed and put into post office shall be conclusive evidence thereof. |
| Service of notice to persons entitled on death, mental disorder or bankruptcy of member | 174. | Any notice or document may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it through the post left at in a prepaid letter addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, within the Relevant Territory supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred. |
| Transferee to be bound by prior notices | 175. | Any person who, by operation of law, transfer, transmission or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, prior to his name and address being entered on the register as the registered holder of such share shall have been duly given to the person from whom he derives his title to such share. |
| Notice valid though member deceased or bankruptcy | 176. | Any notice or document delivered or sent by post or left at the registered address of any member in pursuant to these Bye-laws, shall notwithstanding that such member be then deceased or bankrupt and whether or not the Company has notice of his death or bankruptcy be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for the purposes of Bye-laws be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares. |
| How notice be signed | 177. | The signature to any notice to be given by the Company may be written or printed. |
| Notice in newspapers | 178. | All notices required to be given by advertisement shall be published in the Newspapers. |

Reckoning of notice 179. In reckoning the period for any notice given under these Bye-laws, the day on which notice is served, or deemed to be served, and the day for which such notice is given shall be excluded.

INFORMATION

Member not entitled to information 180. No member (not being a Director) shall be entitled to require discovery of or any information respecting any detail of the Company's trading or any matter which is or may be in the nature of a trade secret or secret process which may relate to the conduct of the business of the Company and which in the opinion of the Board it would not be in the interests of the members or the Company to communicate to the public.

Directors entitled to disclose information 181. The Directors shall be entitled to release or disclose any information in their possession, custody or control regarding the Company or its affairs or any of its members including, without limitation, information contained in the register of members and transfer books of the Company.

WINDING UP

Modes of winding up 182. A resolution that the Company be wound up by the court or be wound up voluntarily shall be a Special Resolution.

Distribution of assets in winding up 183. If the Company shall be wound up, the surplus assets remaining after payment to all creditors shall be divided among the members in proportion to the capital paid up on the shares held by them respectively, and if such surplus assets shall be insufficient to repay the whole of the paid up capital, they shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up on the shares held by them respectively, but all subject to the rights of any shares which may be issued on special terms and conditions.

Assets may be distributed in specie 184. If the Company shall be wound up (whether the liquidation is voluntary or by the court the liquidator may, with the sanction of a Special Resolution, divide among the members in specie or kind the whole or any part of the assets of the Company whether the assets shall consist of property of one kind or shall consist of properties of different kinds and the liquidator may, for such purpose, set such value as he deems fair upon any one or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members and the members within each class. The liquidator may, with the like sanction, vest any part of the assets in trustees upon such trusts for the benefit of members as the liquidator, with the like sanction, shall think fit, but so that no member shall be compelled to accept any shares or other assets upon which there is a liability.

Service of
process

185. In the event of a winding-up of the Company, every member of the Company who is not for the time being in the Relevant Territory shall be bound, within fourteen (14) days after the passing of an effective resolution to wind up the Company voluntarily, or the making of an order for the winding-up of the Company, to serve notice in writing on the Company appointing some person resident in the Relevant Territory and stating that person's full name, address and occupation upon whom all summonses, notices, process, order and judgements in relation to or under the winding-up of the Company may be served, and in default of such nomination the liquidator of the Company shall be at liberty on behalf of such member to appoint some such person, and service upon any such appointee, whether appointed by the member or the liquidator, shall be deemed to be good personal service on such member for all purposes, and, where the liquidator makes any such appointment, he shall with all convenient speed give notice thereof to such member by advertisement as he shall deem appropriate or by a registered letter sent through the post and addressed to such member at his address as mentioned in the Register, and such notice shall be deemed to be service on the day following that on which the advertisement appears or the letter is posted.

INDEMNITY

Indemnity

- 186(A) Save and except so far as the provisions of this Bye-law shall be avoided by any provisions of the Companies Act, every Director, alternate Director or other officer and the Auditor or Auditors of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses, losses and liabilities which he may sustain or incur in or about the execution of his office or otherwise in relation thereto and in particular and without prejudice to the generality of the foregoing, every Director, alternate Director, attorney, manager and other officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Board out of the funds of the Company to pay all costs, losses, expenses and damages which any such Director, attorney, manager, officer or servant may incur or become liable for by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices on trusts except such (if any) as they shall incur or sustain through their own wilful neglect or wilful default, fraud and dishonesty respectively and the amount for which such indemnity is provided shall immediately attached as a lien on the property of the Company, and have priority as against the members over all other claims. No Director, alternate Director, manager or other officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other Director, alternate Director, manager or other officer of the Company or for any losses or expenses happening to the Company through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Company, or for the insufficiency or deficiency of any security

in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be deposited or for any loss occasioned by any error of judgement, omission, default or oversight on their part, or for any loss, damage or misfortune whatever which shall happen in the execution of the duties of office or in relation thereto, unless the same shall have happened through their own wilful neglect, wilful default, fraud or dishonesty.

- (B) If any Director or other person shall become personally liable for the payment of any sum primarily due from the Company, the Directors may execute or cause to be executed any mortgage, charge, or security over or affecting the whole or any part of the assets of the Company by way of indemnity to secure the Director or person so becoming liable as aforesaid from any loss in respect of such liability.

FISCAL YEAR

- Fiscal year 187. The fiscal year of the Company shall be prescribed by the Board and may, from time to time, be changed by it.

AMENDMENT TO MEMORANDUM OF ASSOCIATION AND BYE-LAWS

- Amendment to Memorandum of Association and Bye-laws 188. Without prejudice to the requirements of the Companies Act, a Special Resolution shall be required to alter the provisions of the Memorandum of Association, to approve any amendment to these Bye-laws or to change the name of the Company.

RESIDENT REPRESENTATIVE

- Resident Representative 189. For so long as the Company does not have a quorum of Directors ordinarily resident in Bermuda, the Company shall in accordance with the Companies Act appoint and maintain a Resident Representative ordinarily resident in Bermuda, to act on its behalf in Bermuda and to maintain all such records in Bermuda and to make all necessary filings with the Ministry of Finance and Registrar of Companies in Bermuda as may be required by the Companies Act. The Company shall provide the Resident Representative with such documents and information as the Resident Representative may require in order to be able to comply with the provisions of the Companies Act. The Resident Representative shall be entitled to have notice of, attend and be heard at any Director's meetings or general meetings of the Company.

SUBSCRIPTION RIGHT RESERVE

- Subscription Right Reserve 190. The following provisions shall have effect to the extent that they are not prohibited by and are in accordance with the Companies Act:

- (A) If during the period while any of the rights attached to any warrants issued by the Company to subscribe for shares remain to be exercisable, the Company does any act or engages in any transaction which, as a result of any adjustments to the subscription price in accordance with the provisions applicable under the terms and conditions of the warrants, would reduce the subscription price therefor to below the par value of a share, then the following provisions shall apply:
- (1) as from the date of such act or transaction the Company shall establish and thereafter (subject as provided in this Bye-law) maintain in accordance with the provisions of this Bye-law a reserve (the "Subscription Right Reserve") which may be established and maintained by setting aside such amount out of the profits and reserves of the Company (including so far as it permitted by the Companies Act out of the share premium account of the Company) as may from time to time be determined by the Directors provided that the amount of which shall at no time be less than the sum which for the time being would be required to be capitalised and applied in paying up in full the nominal amount of the additional shares required to be issued and allotted credited as fully paid pursuant to sub-paragraph (3) below on the exercise in full of all the subscription rights outstanding and shall apply the Subscription Rights Reserve in paying up in full such additional shares as and when the same are allotted;
 - (2) the Subscription Right Reserve shall not be used for any purpose other than that specified above unless and until all other available reserves of the Company have been so used and will then only be used to make good losses of the Company if and so far as is required by law;
 - (3) upon the exercise of all or any of the subscription rights represented by any warrant, the relevant subscription right shall be exercisable in respect of a nominal amount of shares equal to the amount in cash which the holder of such warrant is required to pay on exercise of the subscription rights represented thereby or (as the case may be the relevant proportion thereof which is the same as the proportion of the subscription rights then being exercised) (with any fractional entitlement being dealt with in accordance with paragraph (C) below) and, in addition, there shall be allotted in respect of the exercise of such subscription rights, to the holder of the warrant exceeding such subscription rights, credited as fully paid, additional shares of a nominal amount which is equal to the difference between:
 - (a) the said amount in cash which the holder of such warrant is required to pay on exercise of the subscription rights represented thereby or, as the case may be, the proportion thereof which is the

same as the proportion of the subscription rights then being exercised; and

(b) the nominal amount of shares in respect of which such subscription rights would have been exercisable, having regard to the provisions applicable under the terms and conditions of the warrants, had it been possible for such subscription rights to represent the right to subscribe for shares at less than their nominal value; and immediately upon such exercise so much of the sum standing to the credit of the Subscription Right Reserve as is required to pay up in full the nominal amount of such additional shares and the relevant number of shares shall forthwith be allotted, credited as fully paid up, to the holder of the warrant exercising such subscription rights; and

(4) if upon the exercise of the subscription rights represented by any warrant the amount standing to the credit of the Subscription Right Reserve is not sufficient to pay in full the nominal amount of such additional shares equal to such difference as aforesaid to which the holder of the warrant exercising such subscription rights is entitled, the Board shall apply any profits or reserve then or thereafter becoming available (including, to the extent permitted by the Companies Act, the share premium account) for such purpose until the nominal amount of such additional shares is paid up in full and the relevant number of shares are allotted as aforesaid and until such time no dividend or other distributions shall be paid or made on the shares. Pending such payment and allotment, the holder of the warrant exercising such subscription rights shall be issued by the Company with a certificate evidencing his right to the allotment of the additional shares which have not been allotted to him. The rights represented by any such certificate shall be in registered form and shall be transferable in whole or in part in units of one share in the like manner as the shares for the time being are transferable, and the Company shall make such arrangements in relation to the maintenance of a register therefor and other matters in relation thereto as the Board may determine as appropriate, and adequate particulars thereof shall be made known to each relevant holder of the warrant exercising such subscription rights upon the issue of such certificate.

(B) Shares allotted pursuant to the provisions of this Bye-law shall rank *pari passu* in all respects with the other shares allotted on the relevant exercise of the subscription rights represented by the warrant concerned.

- (C) Notwithstanding anything contained in paragraph (A) of this Bye-law, no fraction of any share shall be allotted on the exercise of the subscription rights and so that whether any (and, if so, what) fraction of a share arises shall be determined according to the provisions applicable under the terms and conditions of the warrants or, in the absence of any such provisions, pursuant to paragraph (D) of this Bye-law.

- (D) A certificate or report by the Auditors as to whether or not at any time the Subscription Rights Reserve is required to be established and maintained and if so the amount thereof which is so required to be established and maintained, as to the purposes for which the Subscription Right Reserve has been used, as to the extent to which it has been used to make good losses of the Company, as to the additional nominal amount of shares required to be allotted to holders of warrants exercising any subscription rights credited as fully paid up and as to any other matter concerning the Subscription Right Reserve shall (in the absence of manifest error) be conclusive and binding upon the Company and all warrant holders and shareholders and all persons claiming through or under them respectively.