OS CC01
Return by an overseas company of an alteration to constitutional documents

What this form is for:
You may use this form to show an alteration to constitutional documents of an overseas company.

What this form is NOT for:
You cannot use this form for any other changes to an overseas company.

1 Overseas company details

Company number: F 027215

Company name in full or alternative name as registered in the UK: EXXONMOBIL OIL INDONESIA INC

2 Alteration of the constitutional document(s)

Details of change: INCREASE IN AUTHORISED SHARE CAPITAL

3 Date of alteration to the constitutional document(s)

The company gives notice that the constitutional document(s) for this company were altered on the date below:

Date of alteration: 26062014

Copies of the following documents have been attached:
- A new certified copy of the constitution of the company, as altered
- A certified translation, if applicable

4 UK establishments

A return must be delivered in respect of any alteration to the company particulars by each UK establishment. If, however, a company has more than one UK establishment, it may deliver only one form in respect of all those UK establishments, provided it completes the table below:

<table>
<thead>
<tr>
<th>UK establishment name</th>
<th>Registration number</th>
</tr>
</thead>
<tbody>
<tr>
<td>EXXONMOBIL OIL INDONESIA INC</td>
<td>B R 0 0 9 1 3 4</td>
</tr>
</tbody>
</table>

5 Signature

I am signing this form on behalf of the overseas company.

Signature:

X Signature: 

This form may be signed by Director, Secretary, Permanent representative.
OS CC01
Return by an overseas company of an alteration to constitutional documents

Presenter information
You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name

Address

Pint town

County/region

Postcode

County

DX

Telephone

Important information
Please note that all information on this form will appear on the public record.

Where to send
You may return this form to any Companies House address.

England and Wales
The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

Scotland
The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

Northern Ireland
The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Checklist
We may return the forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

☐ The company name and number as registered in the UK match the information held on the public Register.

☐ You have entered details of the alteration to the constitutional documents in Section 2.

☐ You have entered the date of alteration to the constitutional document(s) in Section 3.

☐ You have completed Section 4, if applicable.

☐ You have submitted the new constitutional documents of the company (with a certified translation, if appropriate) with this form.

☐ You have signed the form.

Further information
For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk.

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk.
THE COMPANIES LAW (2013 REVISION) OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES

AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF EXXONMOBIL OIL INDONESIA INC

(As adopted by a Special Resolution passed on 26 June 2014)

1 The name of the Company is ExxonMobil Oil Indonesia Inc

REGISTERED OFFICE

2 The registered office of the Company shall be at the offices of Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands, or at such other place as the Directors may from time to time decide

OBJECTS AND POWERS

3 The objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by the Companies Law (2013 Revision) or as the same may be revised from time to time, or any other law of the Cayman Islands

4 The liability of each Member is limited to the amount from time to time unpaid on such Member's shares

AUTHORISED CAPITAL

5 The authorised capital of the Company is US$10,800,000, divided into 10,000,000 Common Shares of US$1.00 each and 40,000 Preference Shares of US$20.00 each, with such rights and restrictions as are contained in the Memorandum and Articles of Association

BZF/616132-0000001/31857370v2
REGISTERED SHARES

6 Shares shall be issued as registered shares

CONTINUATION

7 The Company has power to register by way of continuation as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands and to be deregistered in the Cayman Islands

TERMS

8 Capitalised terms that are not defined in this Memorandum of Association bear the same meaning as those given in the Articles of Association of the Company

AMENDMENT OF MEMORANDUM AND ARTICLES OF ASSOCIATION

9 The Company may alter its Memorandum of Association by a special resolution of Members
Registrar of Companies
Government Administration Building
133 Elgin Avenue
George Town
Grand Cayman

ExxonMobil Oil Indonesia Inc. (ROC #159740) (the "Company")

TAKE NOTICE that by written resolution of the sole shareholder of the Company dated 26 June 2014, the following resolutions were passed:

1. That the authorised share capital of the Company be increased from US$900,000 divided into 100,000 Common Shares of a par value of US$1 each and 40,000 Preference Shares of a par value US$20.00 each to US$10,800,000 divided into 10,000,000 Common Shares of US$1.00 par value each and 40,000 Preference Shares of US$20.00 par value each by the creation of an additional 9,900,000 Common Shares with a par value of US$1 each to rank pari passu in all respects with the existing Common Shares.

2. As a SPECIAL RESOLUTION that the Memorandum and Articles of Association of the Company currently in effect be amended and restated by their deletion in their entirety and the substitution in their place of the Amended and Restated Memorandum and Articles of Association annexed hereto.

Andrew Ibeh
Corporate Administrator
for and on behalf of
Maples Corporate Services Limited

Dated this 27th day of June 2014
THE COMPANIES LAW (2013 REVISION)
OF THE CAYMAN ISLANDS
COMPANY LIMITED BY SHARES

AMENDED AND RESTATED
MEMORANDUM AND ARTICLES
OF

ASSOCIATION
OF

EXXONMOBIL OIL INDONESIA INC

(as adopted by a Special Resolution passed on 26 June 2014)
THE COMPANIES LAW (2013 REVISION)

OF THE CAYMAN ISLANDS

COMPANY LIMITED BY SHARES

AMENDED AND RESTATED
ARTICLES OF ASSOCIATION

OF

EXXONMOBIL OIL INDONESIA INC

(As adopted by a Special Resolution passed on 26 June 2014)

INTERPRETATION

1 In these Articles Table A in the First Schedule to the Statute does not apply and, unless there is something in the subject or context inconsistent therewith

"Articles" means these articles of association of the Company

"Auditor" means the person for the time being performing the duties of auditor of the Company (if any)

"Common Share" means a common share of US$1.00 par value in the capital of the Company having the rights attaching to it set out in these Articles and shall include the Class A Common Shares unless the context otherwise requires

"Company" means the above-named company

"Directors" means the directors for the time being of the Company

"Dividend" includes an interim dividend

"Electronic Record" has the same meaning as in the Electronic Transactions Law (2003 Revision)

"Member" has the same meaning as in the Statute

"Memorandum" means the memorandum of association of the Company
"Ordinary Resolution" means a resolution passed by a simple majority of the Members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting, and includes a unanimous written resolution. In computing the majority when a poll is demanded regard shall be had to the number of votes to which each Member is entitled by the Articles.

"Preferred Share" means a preferred share of US$20.00 par value in the capital of the Company having the rights attaching to it set out in these Articles.

"Register of Members" means the register maintained in accordance with the Statute and includes (except where otherwise stated) any duplicate Register of Members.

"Registered Office" means the registered office for the time being of the Company.

"Seal" means the common seal of the Company and includes every duplicate seal.

"Share" and "Shares" means a share or shares in the Company and includes a fraction of a share.

"Special Resolution" (a) means a resolution that is passed by a majority of not less than two-thirds of the Members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given, or (b) a resolution approved in writing by all of the Members entitled to vote at a general meeting of the company in one or more instruments each signed by one or more afresaid, and the effective date of the special resolution so adopted shall be the date on which the instrument or the last of such instruments, if more than one, is executed.

"Statute" means the Companies Law (2013 Revision) of the Cayman Islands.

2 In the Articles

2.1 words importing the singular number include the plural number and vice-versa,

2.2 words importing the masculine gender include the feminine gender,
words importing persons include corporations,

"written" and "in writing" include all modes of representing or reproducing words in visible form, including in the form of an Electronic Record,

references to provisions of any law or regulation shall be construed as references to those provisions as amended, modified, re-enacted or replaced from time to time,

any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms,

headings are inserted for reference only and shall be ignored in construing these Articles, and

in these Articles Section 8 of the Electronic Transactions Law shall not apply

COMMENCEMENT OF BUSINESS

3 The business of the Company may be commenced as soon after incorporation as the Directors shall see fit

ISSUE OF SHARES

4 Subject to the provisions, if any, in the Memorandum (and to any direction that may be given by the Company in general meeting) and without prejudice to any rights attached to any existing Shares, the Directors may allot, issue, grant options over or otherwise dispose of Shares (including fractions of a Share) with or without preferred, deferred or other rights or restrictions, whether in regard to Dividend, voting, return of capital or otherwise and to such persons, at such times and on such other terms as they think proper

5 The Company shall not issue Shares to bearer

PREFERENCE SHARES

6 The Preference Shares shall confer on the holders thereof the following rights and restrictions (and Article 7 of these Articles shall take effect subject thereto)

(i) the holders of the Preference Shares shall be entitled to receive and the Company shall pay thereon if and when declared by the directors out of monies of the Company available for the payment of dividends a fixed cumulative preferential dividend at a rate to be set by the directors at the time of issuance and pursuant to such other rights set by the directors at the time of issuance. No dividends shall at any time be declared or paid on any Common Shares of the Company for any financial year unless the preferential dividend on the Preference Shares then issued and outstanding shall have been declared and paid or provided for at the date of such declaration or payment
holders of the Preference Shares shall not be entitled to any dividends other than the preferential dividends provided for herein

(ii) The holders of the Preference Shares shall be entitled to attend and vote at meetings of the members convened to consider the following matters

(a) the reduction of the authorised capital, or
(b) amendments affecting the rights and privileges of the Preference Shares, or
(c) to wind up the Company, or
(d) to sanction the sale of assets of the Company

(iii) In the event of the liquidation, dissolution or winding up of the Company, the holders of the Preference Shares shall be entitled to receive an amount equal to the capital contributed in consideration for the issuance of their shares and all dividends thereon and unpaid before any amount shall be paid or any property or asset of the Company distributed to the holders of any Common Shares. After payment to the holders of the Preference Shares of the amounts so payable to them as above provided, they shall not be entitled to share in any further distribution of the property or assets of the Company.

SHARE RIGHTS AND LIMITATIONS

7 The designations, powers, preferences, rights, qualification, limitations and restrictions of each class and series of shares that the Company is authorised to issue shall be fixed by resolution of directors but the directors shall not allocate different rights as to voting, dividends, redemption or distributions on liquidation between the types of shares of the Company unless the Memorandum of Association shall have been amended to create additional separate classes of shares and all shares of each separate class and series shall have identical rights as to voting, dividends, redemption and distributions.

VARIATION OF CLASS RIGHTS

8 If at any time the authorised capital is divided into different classes or series of shares, the rights attached to any class or series (unless otherwise provided by the terms of issue of the shares of that class or series) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or series and of the holders of not less than three-fourths of the issued shares of any other class or series of shares which may be affected by such variation.
The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith

SHARES CERTIFICATES

Subject to such conditions as the Directors may reasonably determine for the issue of certificates every Member holding shares in the Company shall be entitled to a certificate which certificate shall be signed by a Director or officer of the Company under the Seal specifying the share or shares held by him and the signature of the Director or officer and the Seal may be facsimiles

Any Member receiving a share certificate for registered shares shall indemnify and hold the Company and its Directors and officers harmless from any loss or liability which it or they may incur by reason of any wrongful or fraudulent use or representation made by any person by virtue of the possession thereof. If a share certificate for registered shares be worn out or defaced, the Directors may upon surrender thereof for cancellation issue a new one in its stead and if it be lost or destroyed, the Directors may upon the loss or destruction being established to their satisfaction and upon such indemnity being given to the Company as it by resolution of Directors may determine issue a new one in its stead

TRANSFER OF SHARES

Subject to any limitations in the Memorandum of Association, shares in the Company may be transferred by a written instrument of transfer signed by the transferor and containing the name and address of the transferee, but in the absence of such written instrument of transfer the Directors may accept such evidence of a transfer of shares as they consider appropriate

The Company shall not be required to treat a transferee of a share in the Company as a Member until the transferee's name has been entered in the Share Register

REDEMPTION AND REPURCHASE OF SHARES

Subject to the provisions of the Statute the Company may issue Shares that are to be redeemed or are liable to be redeemed at the option of the Member or the Company. The redemption of such Shares shall be effected in such manner as the Company may, by Special Resolution, determine before the issue of the Shares

Subject to the provisions of the Statute, the Company may purchase its own Shares (including any redeemable Shares) provided that the Members shall have approved the manner of purchase by Ordinary Resolution

The Company may make a payment in respect of the redemption or purchase of its own Shares in any manner permitted by the Statute, including out of capital.
VARIATION OF RIGHTS OF SHARES

17 If at any time the authorised capital is divided into different classes or series of shares, the rights attached to any class or series (unless otherwise provided by the terms of issue of the shares of that class or series) may, whether or not the Company is being wound up, be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or series and of the holder of not less than three-fourths of the issued shares of any other class or series of shares which may be affected by such variation.

18 The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

LIEN ON SHARES

19 The Company shall have a first and paramount lien on every share issued for a promissory note or for any other binding obligation to contribute money or property or combination thereof to the Company and the Company shall also have a first and paramount lien on every share standing registered in the name of a Member, whether singly or jointly with any other person or persons, for all the debts and liabilities of such Member or his estate to the Company whether the same shall have been incurred before or after notice to the Company of any interest of any person other than such Member, and whether the time 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 and any other person, whether a Member of the Company or not. The Company’s lien on a share shall extend to all dividends payable thereon. The Directors may at any time either generally, or in any particular case, waive any lien that has arisen or declares any share to be wholly or in part exempt from the provisions of this Article.

TRANSMISSION OF SHARES

20 If a Member dies the survivor or survivors where he was a joint holder, and his legal personal representatives where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest. The estate of a deceased Member is not thereby released from any liability in respect of any Share, which had been jointed held by him.

21 Any person becoming entitled to a Share in consequence of the death or bankruptcy or liquidation or dissolution of a Member (or in any other way than by transfer) may, upon such evidence being produced as may from time to time be required by the Directors, elect either to become the holder of the Share or to have some person nominated by him as the transferee. If he elects to become the holder he shall give notice to the Company to that effect, but the Directors shall, in either case, have the same right to decline or suspend registration as they would have had in the case of a transfer of the Share by that Member before his death or bankruptcy, as the case may be.
If the person so becoming entitled shall elect to be registered himself as holder he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.

A person becoming entitled to a Share by reason of the death or bankruptcy or liquidation or dissolution of the holder (or in any other case than by transfer) shall be entitled to the same Dividends and other advantages to which he would be entitled if he were the registered holder of the Share. However, he shall not, before being registered as a Member in respect of the Share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company and the Directors may at any time give notice requiring any such person to elect either to be registered himself or to transfer the Share. If the notice is not complied with within ninety days the Directors may thereafter withhold payment of all Dividends, bonuses or other monies payable in respect of the Share until the requirements of the notice have been complied with.

REGISTER OF MEMBERS

The Company shall maintain or cause to be maintained the Register of Members in accordance with the Statute.

CLOSING REGISTER OF MEMBERS OR FIXING RECORD DATE

For the purpose of determining Members entitled to notice of, or to vote at any meeting of Members or any adjournment thereof, or Members entitled to receive payment of any Dividend, or in order to make a determination of Members for any other proper purpose, the Directors may provide that the Register of Members shall be closed for transfers for a stated period which shall not in any case exceed forty days. If the Register of Members shall be closed for the purpose of determining Members entitled to notice of, or to vote at, a meeting of Members the Register of Members shall be closed for at least ten days immediately preceding the meeting.

In lieu of, or apart from, closing the Register of Members, the Directors may fix in advance or arrears a date as the record date for any such determination of Members entitled to notice of, or to vote at any meeting of the Members or any adjournment thereof, or for the purpose of determining the Members entitled to receive payment of any Dividend or in order to make a determination of Members for any other proper purpose.

If the Register of Members is not so closed and no record date is fixed for the determination of Members entitled to notice of, or to vote at, a meeting of Members or Members entitled to receive payment of a Dividend, the date on which notice of the meeting is sent or the date on which the resolution of the Directors declaring such Dividend is adopted, as the case may be, shall be the record date for such determination of Members. When a determination of Members entitled to vote at any meeting of Members has been made as provided in this Article, such determination shall apply to any adjournment thereof.
AMENDMENTS OF MEMORANDUM AND ARTICLES OF ASSOCIATION AND
ALTERATION OF CAPITAL.

28 1 Subject to the requirements of the Statute, the Company may by Ordinary Resolution

(a) increase or decrease its authorised capital and in connection therewith the
Company may in respect of any unissued shares increase or decrease the
number of such shares, increase or reduce the par value of any such shares or
effect any combination of the foregoing,

(b) consolidate and divide all or any of its share capital into Shares of larger
amount than its existing Shares, however, that where shares are divided or
combined, the aggregate par value of the new shares must be equal to the
aggregate par value of the original shares,

(c) By subdivision of its existing Shares or any of them divide the whole or any
part of its Share capital into Shares of smaller amount than is fixed by the
Memorandum or into Shares without par value, or

(d) cancel any Shares that at the date of the passing of the resolution have not
been taken or agreed to be taken by any person

28 2 Subject to the requirements of the Statute, the capital may by Special Resolution be
reduced by

(a) returning to members any amount received by the Company upon the issue
of any of its shares, the amount being surplus to the requirements of the
Company, or

(b) cancelling any capital that is lost or not represented by assets having a
realisable value

28 3 No reduction of capital shall be effected unless the Directors determine that
immediately after the reduction of the Company will be able to satisfy its liabilities
as they become due in the ordinary course of its business and that the realisable
value of the assets of the Company will not be less than its total liabilities, other than
deferred taxes, as shown in books of the Company and its remaining issued and
outstanding share capital

29 All new Shares created in accordance with the provisions of the preceding Article shall be
subject to the same provisions of the Articles with reference to the payment of calls, liens,
transfer, transmission, forfeiture and otherwise as the Shares in the original share capital

30 Subject to the provisions of the Statute and the provisions of these Articles as regards the
matters to be dealt with by Ordinary Resolution, the Company may by Special Resolution

30 1 change its name,
30.2 alter or add to these Articles, and

30.3 alter or add to the Memorandum with respect to any objects, powers or other matters specified therein

REGISTERED OFFICE

31 Subject to the provisions of the Statute, the Company may by resolution of the Directors change the location of its Registered Office

GENERAL MEETINGS

32 All general meetings other than annual general meetings shall be called extraordinary general meetings

33 The Directors may, whenever they think fit convene a general meeting of the Company

34 General meetings shall also be convened on the written requisition of any Member or Members entitled to attend and vote at general meetings of the Company who hold not less than 10 per cent of the paid up voting share capital of the Company

NOTICE OF GENERAL MEETINGS

35 Subject to the provisions of Section 60 of the Law relating to Special Resolutions, seven days notice at the least counting from the date service is deemed to take place as provided in these Articles specifying the place, the day and the hour of the meeting and, in case of special business, the general nature of that business, shall be given in manner hereinafter provided or in such other manner (if any) as may be prescribed by the Company by Ordinary Resolution to such persons as are, under the Articles, entitled to receive such notices from the Company, but with the consent of all the Members entitled to receive notice of some particular meeting attend and vote thereat, that meeting may be convened by such shorter notice or without notice and in such manner as those Members may think fit

36 The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by any Member shall not invalidate the proceedings at any meeting

PROCEEDINGS AT GENERAL MEETINGS

37 No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as otherwise provided by these Articles, one or more Members holding at least 50 percent of the paid up shares of the Company entitled to vote at the meeting present in person or by proxy shall be a quorum

38 A person may participate at a general meeting by conference telephone or other communications equipment by means of which all the persons participating in the
meeting can communicate with each other. Participation by a person in a general meeting in this manner is treated as presence in person at that meeting.

39 A resolution (including a Special Resolution) in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of and to attend and vote at general meetings (or, being corporations, signed by their duly authorised representatives) shall be as valid and effective as if the resolution had been passed at a general meeting of the Company duly convened and held, including the signatures transmitted electronically.

40 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Member or Members present and entitled to vote shall be a quorum.

VOTES OF MEMBERS

41 Subject to any rights and restrictions for the time being attached to any class or classes of shares, on a show of hands every Member present in person and every person representing a Member by proxy shall at a general meeting of the Company have one vote and on a poll every Member and every person representing a Member by proxy shall have one vote for each share of which he or the person represented by proxy is the holder.

42 In the case of joint holders the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the joint holders and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.

43 The instrument appointing a proxy shall be in writing under the hand of the appoint or of his attorney duly authorized in writing or, if the appoint or is a corporation, either under seal or under the hand of an officer or attorney duly authorized. A proxy need not be a Member of the Company.

44 An instrument appointing a proxy may be in any usual or common form or such other form as may be approved.

CORPORATE MEMBERS

45 Any corporation or other non-natural person which is a Member may in accordance with its constitutional documents, or in the absence of such provision by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of Members, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as the corporation could exercise if it were an individual Member.
DIRECTORS

The first Directors of the Company shall be elected by the subscribers to the Memorandum of Association. Thereafter, the Directors shall be elected by the Members for such term as the Members determine. The Directors may elect any number of additional Directors for such term as they may determine or until such time as the Members shall elect or re-elect any one or more Directors.

The minimum number of Directors shall be 3 and the maximum number shall be 7, as determined from time to time by the Directors or Members.

With the prior or subsequent approval by a resolution of Members, the Directors may, by a resolution of Directors fix the emoluments of Directors with respect to services to be rendered in any capacity to the Company.

Each Director shall hold office for the term, if any, fixed by resolution of Members or until his earlier death, resignation or removal.

A Director may be removed from office, with or without cause, by a resolution of Members.

A Director may resign his office by giving written notice of his resignation to the Company and the resignation shall have effect from the date the notice is received by the Company or from such later date as may be specified in the notice.

A vacancy in the Board of Directors may be filled by a resolution of Members or by a resolution of a majority of the remaining Directors.

A Director shall not require a share qualification, and may be an individual or a company.

DISQUALIFICATION OF DIRECTORS

The office of a Director shall be vacated if the Director

1. becomes bankrupt or makes any arrangement or composition with his creditors,
2. is found to be or becomes of unsound mind,
3. resigns his office by notice in writing to the Directors, or
4. is removed from office by notice addressed to him at his last known address and signed by all his co-Directors.

PROCEDINGS OF DIRECTORS

Subject to the provisions of the Law, these Articles and to any resolutions made in a general meeting, the business of the Company shall be managed by the Directors, who may pay all expenses incurred in setting up and registering the Company and any...
exercise all powers of the Company. No resolution made by the Company in general meeting shall invalidate any prior act of the Directors which would have been valid if that resolution had not been made.

The Directors may by resolution appoint officers of the Company at such time as shall be considered necessary or expedient. Such officers may consist of a Chairman of the Board, a President and one or more Vice Presidents, Secretaries, Treasurers, and such other officers with such other designations as may from time to time be deemed desirable. Any number of offices may be held by the same person.

The officers shall perform such duties as shall be prescribed at the time of their appointment subject to any modification in such duties as may be prescribed thereafter by resolution of Directors or resolution of Members, but in the absence of any specific allocation of duties it shall be the responsibility of a Chairman of the Board to preside at meetings of Directors and Members, and the President to act in the absence of the Chairman of the Board, the President will also manage the day to day affairs of the Company the Vice Presidents to act in order of seniority in the absence of the President, but to otherwise perform such duties as may be delegated to them by the President, the Secretaries to maintain the Share Register, minute books and records (other than financial records) of the Company and to ensure compliance with all procedural requirements imposed on the Company by applicable law, and the Treasurer to be responsible for the financial affairs of the Company.

The officers of the Company shall hold office until their successors are duly elected, but any officer elected or appointed by the Directors may be removed at any time with or without cause, by resolution of Directors. Any vacancy occurring in any office of the Company may be filled by resolution of Directors.

The Directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they 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 Directors may think fit, and may also authorize any such attorney to delegate all or any of the powers, authorities and discretion vested in him.

The Directors may from time to time provide for the management of the affairs of the Company in such manner as they shall think fit and the provisions contained in the three next following paragraphs shall be without prejudice to the general powers conferred by this paragraph.

The Directors may establish any committees for managing any of the affairs of the Company and may appoint any persons to be members of such committees.

The Directors may delegate to any such committee any of the powers, authorities.
discretion's for the time being vested in the Directors including the power and authority to affix the Seal, as are set forth in the resolution of Directors establishing the committee, except that no committee has any power or authority to appoint Directors or affix their emoluments, or to appoint officers or agents of the Company.

63 The meetings and proceedings of each committee established by the Directors shall be governed mutatis mutandis by the provisions of these Articles regulating the proceedings of Directors so far as the same are not superseded by any provisions in the resolution establishing the committee.

64 Any such delegates as aforesaid may be authorized by the Directors to subdelegate all or any of the powers, authorities, and discretion for the time being vested to them.

MEETINGS OF DIRECTORS

65 The Directors or committee thereof may meet together (either within or without the Cayman Islands) for the despatch of business, adjourn, and otherwise regulate their meetings and proceedings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote. A Director may, and the Secretary or Assistant Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.

66 A Director or Directors may participate in any meeting of the Board of Directors, or of any committee thereof by means of telephone or similar communication equipment by way of which all persons participating in such meeting can hear each other and such participation shall be deemed to constitute presence in person at the meeting.

67 The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed, if there be more than two Directors shall be two and, if there be two or less Directors, shall be one. A Director represented by an Alternate Director at any meeting shall be deemed to be present for the purposes of determining whether or not a quorum is present.

68 The Directors shall cause minutes to be made in books or loose-leaf folders provided for the purpose of recording:

68.1 all appointments of officers made by the Directors,

68.2 the names of the Directors present at each meeting of the Directors and of any committee of the Directors,

68.3 all resolutions and proceedings at all meetings of the Company, and of the Directors and of committees of Directors.

69 A resolution signed by all the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. When signed a resolution may consist of several documents each signed by one or more of the Directors.
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 the Articles of the Company as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number, or of summoning a general meeting of the Company, but for no other purpose

The Directors may elect a chairman of their meetings and determine the period for which he is to hold office but if no such chairman is elected, or if at any meeting the chairman is not present within fifteen minutes after the time appointed for holding the same, the Directors present may choose one of their number to be chairman of the meeting

All acts done by any meeting of the Directors or of a committee established by the Directors, or by any person acting as a Director, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director

DIRECTORS' INTEREST

A Director or alternate Director of the Company may be or become a director or other officer of or otherwise interested in any company promoted by the Company or in which the Company may be interested as shareholder or otherwise, and no such Director or alternate Director shall be accountable to the Company for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other company

No person shall be disqualified from the office of Director or alternate Director or prevented by such office from contracting with the Company, either as vendor, purchaser or otherwise, nor shall any such contract or any contract or transaction entered into by or on behalf of the Company in which any Director or alternate Director shall be in any way interested be or be liable to be avoided, nor shall any Director or alternate Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or transaction by reason of such Director holding office or of the fiduciary relation thereby established. A Director (or his alternate Director in his absence) shall be at liberty to vote in respect of any contract or transaction in which he is interested provided that the nature of the interest of any Director or alternate Director in any such contract or transaction shall be disclosed by him at or prior to its consideration and any vote thereon

A general notice that a Director or alternate Director is a shareholder, director, officer or employee of any specified firm or company and is to be regarded as interested in any transaction with such firm or company shall be sufficient disclosure for the purposes of voting on a resolution in respect of a contract or transaction in which he has an interest, and after such general notice it shall not be necessary to give special notice relating to any particular transaction
ALTERNATE DIRECTORS

Any Director may in writing appoint any Person, who need not be a Director, to be his alternate to act in his place at any meeting of the Directors at which he is unable to be present. The alternate so appointed will vote on that Director's behalf in accordance with instructions given by that Director, or in the absence of such instructions, at his own discretion. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the person appointing him is not personally present, if he is a Director in his own right, to have a separate vote on behalf of the Director he is representing in addition to his own vote. A Director may at any time in writing revoke the appointment of an alternate appointed by him. Such alternate shall not be an officer of the Company and shall be deemed to be the agent of the Director appointing him. The remuneration of such alternate shall be payable out of the remuneration of the Director appointing him and the proportion thereof shall be agreed between them.

SEAL

The Company may, if the Directors so determine, have a Seal. The Seal shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors. Every instrument to which the Seal has been affixed shall be signed by at least one person who shall be either a Director or some officer or other person appointed by the Directors for the purpose.

The Company may have for use in any place or places outside the Cayman Islands a duplicate Seal or Seals each of which shall be a facsimile of the common Seal of the Company and, if the Directors so determine, with the addition on its face of the name of every place where it is to be used.

Notwithstanding the foregoing, the Secretary or any Assistant Secretary shall have the authority to affix the Seal to any instrument for the purposes of attesting authenticity of the matter contained therein but which does not create any obligation binding on the Company.

DIVIDENDS

The Company may by a resolution of directors declare and pay dividends in money, shares, or other property. In the event that dividends are paid in specie the directors shall have responsibility for establishing and recording in the resolution of directors authorising the dividends, a fair and proper value for the assets to be so distributed.

The Company may, by resolution of the Directors, may from time to time pay to the Members such interim dividends as appear to the Directors to be justified by the profits of the Company.

The Company may, by resolution of the Directors, before declaring any dividend, set aside out of the profits of the Company such sum as they think proper as a reserve fund.
and may invest the sum so set apart as a reserve fund upon such securities as it may select.

83 No dividend shall be declared and paid unless the directors determine that immediately after the payment of the dividend the Company will be able to satisfy its liabilities as they become due in the ordinary course of its business and the realisable value of the assets of the Company will not be less than the sum of its total liabilities, other than deferred taxes, as shown in its books of account, and its issued and outstanding share capital.

84 Notice of any dividend that may have been declared shall be given to each member in manner hereinafter mentioned and all dividends unclaimed for 3 years after having been declared may be forfeited by resolution of directors for the benefit of the Company.

85 No dividend shall bear interest as against the Company and no dividend shall be paid on treasury shares or shares held by another company of which the Company holds directly or indirectly, shares having more than 50 percent of the vote in electing directors.

86 A share issued as a dividend by the Company shall be treated for all purposes having been issued for money equal to the surplus that is transferred to capital upon the issue of the share.

87 In the case of a dividend of authorised but unissued shares with par value an amount equal to the aggregate par value of the shares shall be transferred from surplus to capital at the time of the distribution.

88 In the case of a dividend of authorised but unissued shares without par value, the amount designated by the directors shall be transferred from surplus to capital at the time of the distribution, except that the directors shall designate as capital an amount that is at least equal to the amount that the shares are entitled to as a preference, if any, in the assets of the Company upon liquidation of the Company.

89 A division of the issued and outstanding shares of a class or series of shares into a larger number of shares of the same class or series having a proportionately smaller par value shall not constitute a dividend of shares.

CAPITALISATION

90 The Directors may capitalise any sum standing to the credit of any of the Company's reserve accounts (including share premium account and capital redemption reserve fund) or any sum standing to the credit of profit and loss account or otherwise available for distribution and to appropriate such sum to Members in the proportions in which such sum would have been divisible amongst them had the same been a distribution of profits by way of Dividend and to apply such sum on their behalf in paying up in full unissued Shares for allotment and distribution credited as fully paid-up to and amongst them in the proportion aforesaid. In such event the Directors shall do all acts and things required to give effect to such capitalisation, with full power to the Directors to make such provisions as they think fit for the case of Shares becoming distributable in fractions (including provisions whereby the benefit of fractional entitlements accrue to the Company rather than to the Members).
The Directors may authorise any person to enter on behalf of all of the Members interested into an agreement with the Company providing for such capitalisation and matters incidental thereto and any agreement made under such authority shall be effective and binding on all concerned.

**ACCOUNTS AND AUDIT**

The books of account relating to the Company's affairs shall be kept in such manner as may be determined from time to time by the Directors.

The books of account shall be kept at the registered office of the Company, or at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.

The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by Law or authorized by the Directors or by the Company by Ordinary Resolution.

The accounts relating to the Company's affairs shall be audited in such manner and with such financial year end as may be determined from time to time by the Company by Ordinary Resolution or failing any such determination by the Directors or failing any determination as aforesaid shall not be audited.

**AUDITORS**

The Company may by Special Resolution of Members call for the accounts to be examined by Auditors.

The first auditors shall be appointed by resolution of Directors, subsequent auditors shall be appointed by a Special Resolution of the Members.

The Auditors may be Members of the Company but no Director or other officer shall be eligible to be an Auditor of the Company during his continuance in office.

The remuneration of the auditors of the Company, in the case of auditors appointed by the Directors, may be fixed by resolution of Directors but subject hereto shall be fixed by resolution of Members or in such manner as the Company may by resolution of Members determine.

The Auditors shall examine each profit and loss account and balance sheet required to be served on every member of the Company or laid before a meeting of the members of the Company and shall state in a written report whether or not
99.1 In their opinion the profit and loss account and balance sheet give a true and fair
view respectively of the profit and loss for the period covered by the accounts, and
of the state of affairs of the Company at the end of that period,

99.2 All the information and explanations required by the Auditors have been obtained

100 The report of the auditors shall be annexed to the accounts and shall be read at the
meeting of Members at which the accounts are laid before the Company or shall be
served on the Members

101 Every Auditor of the Company shall have a right of access at all times to the books of
account and vouchers of the Company, and shall be entitled to require from the Directors
and Officers of the Company such information and explanations as he thinks necessary for
the performance of the duties of the Auditors

102 The Auditors of the Company shall be entitled to receive notice of, and to attend any
meetings of Members of the Company at which the Company's profit and loss account
and balance sheet are to be presented

NOTICES

103 A notice may be given by the Company or by the persons entitled to give notice to any
Member personally by sending it by post to him at the address, if any, supplied by him to
the Company for the giving of notices to him Where a notice is sent by post, service of
the notice shall be deemed to be effected by properly addressing, prepaying and posting a
letter containing the notice and to have been effected at the expiration of 120 hours after
the letter containing the same is posted

104 A notice may be given by the Company to the joint holders of a share by giving the
notice to the joint holder named first in the Register of Members in respect of the share

105 A notice may be given by the Company to the persons entitled to a share in consequence
of the death or bankruptcy of a Member by sending it through the post in a prepaid letter
addressed to them by name, or by the title of representatives of the deceased, or trustee of
the bankrupt, or by any like description at the address, if any, supplied for the purpose by
the persons claiming to be so entitled, or (until such address has been so supplied) by
giving the notice in any manner in which the same might have been given if the death or
bankruptcy had not occurred A notice may be given by the Company to the persons
entitled to a share in consequence of the death or bankruptcy of a Member by sending it
through the post in a prepaid letter addressed to them by name, or by the title of
representatives of the deceased, or trustee of the bankrupt, or by any like description at
the address, if any, supplied for the purpose by the persons claiming to be so entitled, or
(until such address has been so supplied) by giving the notice in any manner in which the
same might have been given if the death or bankruptcy had not occurred

106 Notice of every general meeting shall be given to
106 1 all Members who have supplied to the Company an address for the giving of notices to them, and

106 2 every person entitled to a share in consequence of the death or bankruptcy of a Member, who but for his death or bankruptcy would be entitled to receive notice of the meeting

107 No other person shall be entitled to receive notices of general meetings

**VOLUNTARY WINDING UP**

108 The Company may voluntarily commence to wind up and dissolve by a Special Resolution

**TRANSFER BY WAY OF CONTINUATION**

109 The Company may by resolution of the Directors resolve to be registered by way of continuation in a jurisdiction outside the Cayman Islands or such other jurisdiction in which it is for the time being incorporated, registered or existing. In furtherance of a resolution adopted pursuant to this Article, the Directors may cause an application to be made to the Registrar of Companies to deregister the Company in the Cayman Islands or such other Jurisdiction in which it is for the time being incorporated, registered or existing and may cause all such further steps as they consider appropriate to be taken to effect the transfer by way of continuation of the Company

**AMENDMENT OF ARTICLES OF ASSOCIATION**

110 Subject to the Law and the rights attaching to the various classes of shares, the Company may at any time and from time to time by resolution of the Directors alter or amend these Articles in whole or in part