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If you have sold or transferred all your shares in Vietnam Property Fund Limited, you should at once hand this document to the purchaser or to the bank, stockbroker or other agent through which the sale was effected for transmission to the purchaser.

VIETNAM PROPERTY FUND LIMITED
(Incorporated in the Cayman Islands with Limited Liability)

**NOTICE OF ANNUAL GENERAL MEETING OF THE COMPANY AND CLASS MEETING OF THE
HOLDERS OF ORDINARY SHARES IN THE COMPANY**

General Business comprising

RE-ELECTION OF DIRECTORS

APPROVAL OF ANNUAL FINANCIAL STATEMENT

RE-APPOINTMENT OF AUDITORS

Special Business of the Ordinary Shareholders comprising

VARIATION OF RIGHTS ATTACHED TO ORDINARY SHARES

Special Business comprising

AMENDMENTS TO ARTICLES OF ASSOCIATION

REPLACEMENT OF INVESTMENT MANAGER

2 December 2019

IMPORTANT NOTICE

The statements, including any forward-looking statements contained in this document are made as at the date of this document, unless some other time is specified in relation to them, and service of this document shall not give rise to any implication that there has been no change in the facts set out in this document since such date.

This document includes statements that are, or may be deemed to be, “forward-looking statements”. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms “believes”, “estimates”, “projects”, “anticipates”, “expects”, “intends”, “may”, “will” or “should” or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. They include statements regarding the intentions, beliefs or current expectations of Vietnam Property Fund Limited (the “**Company**”) or Dragon Capital Investment Management Limited (the “**Investment Manager**”) concerning, amongst other things, the investment performance prospects of the Company and the markets in which it invests. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. A number of factors could cause actual results and developments to differ materially from those expressed or implied by the forward-looking statements.

Forward-looking statements are not guarantees of future performance. The Company’s actual investment performance may differ materially from the impression created by the forward-looking statements contained in this document. These forward-looking statements are based on numerous assumptions regarding the present and future business strategies of the Company and the environment in which it will operate in the future. All forward-looking statements included in this document are based on information available to the Company on the date of this document. Shareholders should not place undue reliance on such forward looking statements and the Company does not undertake any obligation to update or revise any forward-looking statements.

VIETNAM PROPERTY FUND LIMITED
(Incorporated in the Cayman Islands with Limited Liability)

*Non-Executive Directors, Independent of
the Investment Manager (“Directors”):*

Alastair Orr Ewing (Chairman)
Gregory Djerejian
Simon Landy

Postal Address:

1501 Me Linh Point
2 Ngo Duc Ke, District 1
Ho Chi Minh City
Vietnam

Registered office:

Maples Corporate Services Limited
P.O. Box 309, Uglan House
South Church Street, George Town
Grand Cayman KY1-1104
Cayman Islands

To the holders of ordinary Shares in Vietnam Property Fund (the "Company");

2 December 2019

Dear Shareholders

**NOTICE OF ANNUAL GENERAL MEETING OF THE COMPANY AND A CLASS MEETING OF
THE HOLDERS OF ORDINARY SHARES IN THE COMPANY**

General Business comprising

RE-ELECTION OF DIRECTORS

APPROVAL OF ANNUAL FINANCIAL STATEMENT

RE-APPOINTMENT OF AUDITORS

Special Business of the Ordinary Shareholders comprising

VARIATION OF RIGHTS ATTACHED TO ORDINARY SHARES

Special Business comprising

**AMENDMENTS TO ARTICLES OF ASSOCIATION
REPLACEMENT OF INVESTMENT MANAGER**

INTRODUCTION

Please find enclosed the notice of the annual general meeting of the Company and a concurrent class meeting of the holders of ordinary shares ("**Shareholders**") in the Company (together, the "**AGM**") to be held at 1501 Me Linh Point, 2 Ngo Duc Ke, District 1, Ho Chi Minh City, Vietnam on 27 December 2019 at 3:00pm (Vietnam time).

The General Business to be considered at the AGM constitutes re-election of the directors and approval of the financial statement for the period ending 30 June 2018.

The Special Business to be considered at the AGM comprises a Special Resolution to vary the rights attaching to the ordinary shares of the Company, each having a par value of US\$0.01 (the "**Shares**"), to be voted on by the Ordinary Shareholders as a class, a Special Resolution to amend the Memorandum and Articles of Association of the Company (the "**Articles**") and an Ordinary Resolution to approve a change of Investment Manager from Dragon Capital Investment Management Limited to Dragon Capital Management (HK) Limited.

BACKGROUND TO THE RESOLUTIONS

Ordinary Business:

The ordinary business to be conducted at the AGM consists of:

- (i) the adoption of the financial statements for the financial year ended 30 June 2018;
- (ii) the re-election of each of Alastair Orr Ewing, Gregory Djerejian and Simon Landy as a Director; and
- (iii) the re-appointment of KPMG Ltd. of Vietnam as auditors of the Company.

Adoption of the Financial Statements for the financial year ended 30 June 2018

The Board has reviewed and approved the annual report, including the financial statements, for the financial year ended on 30 June 2018. Copies of the annual report have been made available to Shareholders. The annual financial statements are now being put to the Shareholders for adoption.

Re-appointment of Directors

Further to the terms of appointment applicable to each of the Directors, each Director has been appointed until the next AGM and all Directors have submitted themselves for re-election. It is proposed that the Shareholders re-elect Alastair Orr Ewing, Gregory Djerejian and Simon Landy as non-executive Directors, until the anticipated share redemption as described below.

If the Directors or any of them are re-appointed, then during the period from 1 January 2020 until the Share redemption, as described below (assuming it can proceed as anticipated), the Directors will be remunerated on a monthly basis, pro rata to their existing levels of annual remuneration.

Re-appointment of KPMG as the Auditors

The final matter of ordinary business to be considered at the AGM is the re-appointment of KPMG as the auditors of the Company. It is proposed that the Shareholders authorise the Board to re-appoint KPMG Ltd. of Vietnam as the Company's auditors and further authorise the Board to fix the remuneration of the auditors.

Special Business:

At the Company's annual general meeting held on 7 December 2018, the Shareholders resolved to change the investment mandate of the Company to seek to realise its assets in an orderly manner, with a view to a winding up resolution being put to the Shareholders on or before 30 June 2020.

In keeping with the revised mandate, the Company has been divesting its assets, and returning proceeds to Shareholders. It has paid approximately US\$26.76 million to Shareholders since the last AGM. The Company intends to make a further distribution of capital in the amount of approximately US\$0.05 per share (US\$ 4.24 million in total) on 6 December 2019 ("**December Distribution**"), based on a record date of 29 November 2019.

After deducting the December Distribution, the assets remaining in the Company as at the date of this Circular are a receivable of approximately US\$3.57 million (the "**Receivable**"), and approximately US\$ 4.16 million held in cash. The remaining cash, which comes mainly from an ongoing transaction to realise the Company's interest in a villa project in Ho Chi Minh City (the "**Project Transaction**"), will be retained until the Project Transaction closes. The Project Transaction is expected to close by the end of the first quarter of 2020, when the Receivable is to be paid, although the closing date may be extended to June 2020.

The Company's other assets are equity in three wholly-owned subsidiaries: Ashbrook Property Holdings Limited, VPF Property Investments 4 Limited and VPF Property Investments 5 Limited ("**VPF5**") (the "**Subsidiaries**"). VPF5 holds the Receivable, but the other Subsidiaries have no current business, no material assets and therefore no residual value.

Following receipt of the Receivable, the Board are proposing that the Company to make a final distribution of all the Company's cash, less an amount anticipated for final expenses ("**Residual Amount**"). There are 84,963,949 Shares in issue. Anticipating the Receivable and remaining cash after the November Distribution, and deduction of the Residual Amount (the "**Redemption Amount**"), this final distribution would be approximately US\$0.08 per Share. The distribution will be by way of compulsory redemption of Shares, as explained below.

If the Receivable is not paid by its final due date, the Company will retain in lieu certain assets, being its interests in the Project Transaction, for market sale.

The purpose of the compulsory redemption of Shares will be to enable a prompt distribution of all of the remaining cash held by the Company, except for the Residual Amount, so to bring the Company's operations to a close, in line with the purpose of the winding up process, but without going through the time and expense of a formal winding up before the final amounts can be returned to Shareholders. The Board believes this process to be the simplest, most cost effective and quickest way of returning available funds to Shareholders and bringing Shareholders' interests in the Company to a close.

The Company anticipates redeeming the Shares by crediting registered Shareholders' accounts with the Redemption Amount per Share held and requiring the Company registrar, on settlement of the Redemption Amount per Share to cancel the Shares, which will thereby cease to exist. The Board intends that such cancellation will be completed within 30 days of the receipt of the Receivable or other final payment in lieu. No notice of the cancellation of the Shares will be provided to Shareholders.

Following the compulsory redemption of the Shares, the management shares will be the only shares remaining in issue by the Company.

The Directors believe that the Company's current financial position is such that, after the compulsory redemption of all of the Shares, the Company will be able to meet its liabilities as and when they fall due in the ordinary course of its business, and that the Company will be solvent immediately before and after the payment, in respect of the compulsory redemption of the Shares.

The existing Directors have agreed to tender their resignation following the compulsory redemption. The Investment Manager, which would then be the sole remaining shareholder of the Company (as holder of the management shares), has committed to appoint new directors to replace the outgoing Directors.

The Board estimates that the Residual Amount will be approximately US\$50,000, and will be available to pay the estimated remaining operating costs and expenses of winding up the Company, including the costs of professionals whose services are required; ongoing administrative costs pending the conclusion of winding up; settlement of any residual fees and expenses due to the Directors; liquidators' fees; and a contingency for other miscellaneous costs and expenses.

Any unspent portion of the Residual Amount remaining after the affairs of the Company have been wound up will be donated to Saigon Children (www.saigonchildren.com), a charity registered in England and Vietnam which focuses on providing education opportunities to disadvantaged children in Vietnam.

Variation of Rights Attached to Ordinary Shares

In order to facilitate the above arrangements, the Special Business to be considered at the AGM comprises a Special Resolution of the Shareholders, voting as a class, to vary the rights attaching to Shares as contemplated in the Amended Articles (defined below), in particular to permit the compulsory redemption of any or all of the Shares by the Company at any time and for any reason in the sole discretion of the Board. This variation to the rights attaching to the Shares will permit the final distribution to Shareholders in the manner described above.

Amendments to the Articles of Association of the Company

The Board is also proposing a Special Resolution to replace the Articles with an amended and restated form of memorandum and articles of association (the "**Amended Articles**") to remove certain provisions relating to the listing of the Company's shares and operation of the Company as an investment fund, which are now superfluous, as well as to provide for the compulsory redemption of the Shares by the Company at any time and for any reason in the sole discretion of the Board. This Special Resolution is conditional on the variation to the rights attaching to the Shares being approved at the AGM.

The form of the Amended Articles proposed for adoption by the Shareholders is set out in Appendix II. Shareholders' attention is drawn in particular to new Articles 12(c), 49, 50 and 51 as follows:

- "12(c) *the Ordinary Shares shall be subject to compulsory redemption by the Company in accordance with Articles 49 to 51.*"
- "49 *Notwithstanding any other provision in these Articles, the Directors may cause the Company to redeem any or all of the Ordinary Shares held by any person at such time and for such reason as the Directors may determine in their discretion. If the Directors determine compulsorily to redeem any Ordinary Shares under this Article they shall give the holder of the Ordinary Shares written notice of the redemption within such period as the Directors shall determine.*"
- "50 *The price of the Ordinary Shares to be compulsorily redeemed pursuant to Article 49 shall be calculated by the Directors, taking into account the Company's freely available cash, with a deduction for such amounts as the Directors, in their discretion, deem necessary or appropriate to meet the prudent ongoing requirements of the Company, and the requirements of the Companies Law (the "**Redemption Price**").*"
- "51 *Upon such compulsory redemption under these Articles being exercised by the Company against a Shareholder, such Shareholder will be entitled to receive the Redemption Price in respect of his Ordinary Shares so redeemed, such Redemption Price to be paid to such Shareholder in the manner described and subject to these Articles, and from the day on which such compulsory redemption is effected shall have no other Shareholder's rights except the right to receive the Redemption Price and the right to receive any dividends declared but not yet paid.*"

ALTERNATIVE TO COMPULSORY REDEMPTION OF THE SHARES

If the Special Resolutions at the AGM to amend the Articles are not passed, the Company will not be authorised to redeem the Shares in the manner described above. The Board will then have to consider an alternative method of distribution of the remaining cash held by the Company, after determining the ongoing requirements to finalise the Company's affairs. An initial distribution would probably either be made by way of interim dividend or further capital reduction. Shareholders would remain as Shareholders until the final winding up of the Company. This alternative process may take many months after receipt of the Receivable or payment in lieu – as much as another twelve months from the current date. As the operating costs of the Company will be higher compared to the proposed compulsory redemption of Shares, pending liquidation, the Board is likely to be prudent and require that more cash is retained than is currently contemplated by the Residual Amount, to ensure that the Company remains solvent. The estimated operating costs and expenses are likely to be higher than in relation to the compulsory redemption of Shares because the Company will have to continue to retain its administrator and secretary, and its custodian until a further extraordinary shareholder meeting is convened, and winding up is commenced. It is also likely that the Board will remain as currently constituted. Any amount remaining after completion of the liquidation of the Company would then be distributed to Shareholders as a final dividend.

Accordingly, the alternative process to compulsory redemption of Shares contemplated by the passing of the Special Resolutions at the AGM is likely to take longer; be more expensive; and leave Shareholders holding Shares with minimal value until completion of the final liquidation of the Company.

Replacement of Investment Manager

The final matter of special business to be considered at the AGM is an Ordinary Resolution to approve the replacement of Dragon Capital Investment Management Limited as the Company's Investment Manager with its affiliate, Dragon Capital Management (HK) Limited. The proposal is that the Investment Manager be replaced by an affiliate for reasons of internal re-organisation and administrative efficiency at the investment management group. The proposed replacement is under the same beneficial ownership and there will be no change to the personnel involved or the operations of the Company through an investment manager. The proposed replacement would take effect from 1 January 2020 and would go ahead only if the Directors determine that the Company still requires an investment manager as at that date.

Clause 14.2 of the Investment Management Agreement dated 14 January 2008 relating to the Company permits the investment manager to assign all of its rights and obligations under such agreement to another member of the same group, subject to approval by Ordinary Resolution.

RECOMMENDATION

The Directors consider that approval of the Special Business at the AGM to be in the best interests of Shareholders and accordingly recommend that you **vote in favour** of the Special Resolutions to be considered at the AGM.

VOTING BY PROXY AND THROUGH DEPOSITORIES

Voting at the meeting will be conducted by poll.

The Company registrar's deadline to receive validly completed proxy forms from the registered holder of Shares is 3:00 p.m. (Vietnam time) on 26 December 2019. Please note that this deadline applies to the registered Shareholders, namely Euroclear and Clearstream Banking, who will need to ensure that the validly completed proxy forms will be returned in time by fax to +65 6305 1760 or by e-mail: sg_fundservices@sc.com (with original to follow by post) to Standard Chartered @ Changi, 7 Changi Business Park Crescent, Level 3, Singapore 486028 (marked for the attention of Fund Services – Securities Services).

BENEFICIAL SHAREHOLDERS ARE REMINDED THAT THE DEADLINE TO SUBMIT THEIR VOTES HOWEVER WILL DEPEND ON THE DEADLINE ESTABLISHED BY THEIR CUSTODIAN. THE COMPANY THEREFORE RECOMMENDS THAT BENEFICIAL SHAREHOLDERS CONTACT THEIR CUSTODIAN, ASK FOR THEIR CUSTODIAN'S DEADLINE AND SUBMIT THEIR VOTES TO THEIR CUSTODIAN BEFORE THEIR CUSTODIAN'S DEADLINE TO ENSURE THAT THEIR VOTES WILL BE VALID AND SUBMITTED IN TIME.

Completing a Proxy Form will not preclude Shareholders from attending the AGM and voting in person (or by corporate representative). If any assistance is required, please contact the following help lines:

- Euroclear Help line : +322 224 2199
- Clearstream Help line : +352 2433 8068

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the Memorandum and Articles of Association of the Company will be available for inspection at the offices of Standard Chartered @ Changi, 7 Changi Business Park Crescent, Level 3, Singapore 486028 during normal business hours until 24 hours prior to the AGM and at the AGM itself.

Yours faithfully

Alastair Orr Ewing
Chairman

APPENDIX I

NOTICE OF ANNUAL GENERAL MEETING

VIETNAM PROPERTY FUND LIMITED

(Incorporated in the Cayman Islands with Limited Liability)

NOTICE IS HEREBY GIVEN of the Annual General Meeting (“**AGM**”) of the Company to be held at 1501 Me Linh Point, 2 Ngo Duc Ke, District 1, Ho Chi Minh City, Vietnam on 27 December 2019 at 3:00 p.m. (Vietnam time) to consider and, if thought fit, pass the following resolutions:

AGENDA

ORDINARY RESOLUTIONS

- (1) THAT the audited financial statements for the financial year ended 30 June 2018 together with the auditors’ and Directors’ reports thereon be adopted.
- (2) THAT Alastair Orr Ewing be re-elected as a Non-executive Director of the Company.
- (3) THAT Gregory Djerejian be re-elected as a Non-executive Director of the Company.
- (4) THAT Simon Landy be re-elected as a Non-executive Director of the Company.
- (5) THAT KPMG Ltd. of Vietnam be re-appointed as auditors of the Company for the ensuing year at a fee to be agreed by the Directors.

SPECIAL RESOLUTION OF THE ORDINARY SHAREHOLDERS

- (1) THAT the rights attached to ordinary shares be varied as contemplated in the Amended Articles.

SPECIAL RESOLUTIONS

- (1) THAT the Articles of the Company be amended and restated in the form set out in the Appendix II.
- (2) THAT the replacement of Dragon Capital Investment Management Limited as the Company’s Investment Manager with its affiliate, Dragon Capital Management (HK) Limited be approved.

By Order of the Board
Alastair Orr Ewing
Director

2 December 2019

*Registered Office:
Maples Corporate Services Limited
PO Box 309, Umland House,
Grand Cayman, KY1-1104
Cayman Islands*

Notes:

1. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and, on a poll, vote on his behalf. A proxy need not be a member of the Company. A form of proxy in respect of the AGM is enclosed with this Circular as a separate document for despatch to Shareholders.
2. Persons who hold ordinary shares through Euroclear or Clearstream should directly send their completed proxy forms to the registered holders of their Ordinary Shares (i.e. Euroclear or Clearstream where applicable).
3. Persons who hold ordinary shares through any intermediaries or custodian, should send their completed proxy forms directly to the intermediaries or custodian.
4. Proxy forms must be deposited at Standard Chartered @ Changi, 7 Changi Business Park Crescent, Level 3, Singapore 486028 (marked for the attention of Fund Services – Securities Services) (Fax No. +65 6305 1760 or E-mail: sg_fundservices@sc.com) no later than 24 hours prior to the time specified above for the holding of the AGM. If the signed form of proxy is signed by fax or e-mail, the original should be followed by post.

VIETNAM PROPERTY FUND LIMITED

(Incorporated in the Cayman Islands with Limited Liability)

Form of Proxy for use by Shareholders at the Annual General Meeting convened to be held at 1501 Me Linh Point, 2 Ngo Duc Ke, District 1, Ho Chi Minh City, Vietnam on 27 December 2019 at 3:00 p.m. (Vietnam time).

I/We (note 1) _____ of _____ being the registered holder(s) of _____ (note 2) Ordinary Shares of US\$0.01 (par value) each of the above-named Company hereby appoint the Chairman of the meeting or, failing whom, _____ of _____ (note 3), to act as my/our proxy at the Annual General Meeting of the Company to be held on 27 December 2019 at 3:00 p.m. (Vietnam time) and at any adjournment thereof and to vote on my/our behalf as directed below.

Ordinary Business:

ORDINARY RESOLUTIONS	*FOR	*AGAINST
THAT the audited financial statements for the financial year ended 30 June 2018 together with the auditors' and Directors' reports thereon be adopted.	<input type="checkbox"/>	<input type="checkbox"/>
THAT Alastair Orr Ewing be re-elected as a Non-executive Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
THAT Gregory Djerejian be re-elected as a Non-executive Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
THAT Simon Landy be re-elected as a Non-executive Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
THAT KPMG Ltd. of Vietnam be re-appointed as auditors of the Company for the ensuing year at a fee to be agreed by the Directors.	<input type="checkbox"/>	<input type="checkbox"/>

Special Business

SPECIAL RESOLUTION OF THE ORDINARY SHAREHOLDERS	*FOR	*AGAINST
THAT the rights attached to ordinary shares be varied as contemplated in the Amended Articles.	<input type="checkbox"/>	<input type="checkbox"/>
SPECIAL RESOLUTIONS		
THAT the Articles of the Company be amended and restated in the form set out in the Appendix II.	<input type="checkbox"/>	<input type="checkbox"/>
THAT the replacement of Dragon Capital Investment Management Limited as the Company's Investment Manager with its affiliate, Dragon Capital Management (HK) Limited be approved	<input type="checkbox"/>	<input type="checkbox"/>

* Please indicate how you wish the proxy to vote on your behalf by placing a tick in the appropriate box.

Dated the _____ day of _____ 2019.

Shareholder's Signature: _____ (notes 4 and 5)

Notes:

1. *Full name(s) and address(es) to be inserted in BLOCK CAPITALS.*
2. *Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).*
3. *If any proxy other than the Chairman of the AGM is appointed, delete the words "the Chairman of the meeting, or failing whom" and insert the name and address of the person appointed as your proxy in the space provided.*
4. *In the case of joint holders, this form of proxy must be signed by the Shareholder whose name stands first on the Company's register of shareholders.*
5. *This form of proxy must be signed by the appointor, or his attorney duly authorised in writing, or if such appointor is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.*
6. *If this form is returned duly signed but without a specific direction, the proxy will vote or abstain at his discretion. The proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than those referred to in the notice convening the AGM.*
7. *In order to be valid, this form of proxy together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that authority must be sent by or on behalf of the registered holder of the shares to the office of Standard Chartered @ Changi, 7 Changi Business Park Crescent, Level 3, Singapore 486028 (Marked for the attention of Fund Services – Securities Services) (Fax No. +65 6305 1760 or E-mail: sg_fundservices@sc.com) no later than 24 hours before the time for holding the AGM or adjourned AGM. If the signed form of proxy is sent by fax or email, the original should be followed by post.*
8. *Any alterations made to this form should be initialled by the person who signs it.*

APPENDIX II

The Amended and Restated Memorandum and Articles of Association

THE COMPANIES LAW (AS AMENDED)
COMPANY LIMITED BY SHARES
AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION
OF
VIETNAM PROPERTY FUND LIMITED
(AMENDED BY SPECIAL RESOLUTION DATED [•] 2019)

THE COMPANIES LAW (AS AMENDED)
COMPANY LIMITED BY SHARES
AMENDED AND RESTATED
MEMORANDUM OF ASSOCIATION
OF
VIETNAM PROPERTY FUND LIMITED
(AMENDED BY SPECIAL RESOLUTION DATED [•] 2019)

1. The name of the company is Vietnam Property Fund Limited (the "**Company**").
2. The registered office of the Company will be situated at the offices of Maples Corporate Services Limited, P.O. Box 309, Umland House, South Church Street, George Town, Grand Cayman KY1-1104, Cayman Islands or at such other location as the Directors may from time to time determine.
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 any law as provided by Section 7(4) of the Companies Law (as amended) of the Cayman Islands (the "**Companies Law**").
4. The Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit as provided by Section 27(2) of the Companies Law.
5. The Company will not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands; provided that nothing in this section shall be construed as to prevent the Company effecting and concluding contracts in the Cayman Islands, and exercising in the Cayman Islands all of its powers necessary for the carrying on of its business outside the Cayman Islands.
6. The liability of the shareholders of the Company is limited to the amount, if any, unpaid on the shares respectively held by them.
7. The capital of the Company is **US\$US\$10,000,010 divided into 1,000,000,000 shares of a nominal or par value of US\$0.01 each, and 1,000 Management Shares of a nominal or par value of US\$0.01 each**, provided always that subject to the Companies Law and the Articles of Association the Company shall have power to redeem or purchase any of its shares and to sub-divide or consolidate the said shares or any of them and to issue all or any part of its capital whether original, redeemed, increased or reduced with or without any preference, priority, special privilege or other rights or subject to any postponement of rights or to any conditions or restrictions whatsoever and so that unless the conditions of issue shall otherwise

expressly provide every issue of shares whether stated to be ordinary, preference or otherwise shall be subject to the powers on the part of the Company hereinbefore provided.

8. The Company may exercise the power contained in Section 206 of the Companies Law to deregister in the Cayman Islands and be registered by way of continuation in some other jurisdiction.

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THE COMPANIES LAW (AS AMENDED)

COMPANY LIMITED BY SHARES

**AMENDED AND RESTATED
ARTICLES OF ASSOCIATION**

OF

VIETNAM PROPERTY FUND LIMITED

(AMENDED BY SPECIAL RESOLUTION DATED [•] 2019)

TABLE A

The Regulations contained or incorporated in Table 'A' in the First Schedule of the Companies Law shall not apply to Vietnam Property Fund Limited (the "**Company**") and the following Articles shall comprise the Articles of Association of the Company.

INTERPRETATION

1. In these Articles the following defined terms will have the meanings ascribed to them, if not inconsistent with the subject or context:

"Articles" means these articles of association of the Company, as amended or substituted from time to time.

"Branch Register" means any branch Register of such category or categories of Members as the Company may from time to time determine.

"Class" or **"Classes"** means any class or classes of Shares as may from time to time be issued by the Company.

"Companies Law" means the Companies Law (as amended) of the Cayman Islands.

"Directors" means the directors of the Company for the time being, or as the case may be, the directors assembled as a board or as a committee thereof.

"Management Share" means a limited-voting non-redeemable non-participating share in the capital of the Company of \$0.01 nominal or par value issued subject to and in accordance with the provisions of the Companies Law and these Articles and having the rights and being subject to the restrictions as provided for under these Articles with respect to such Shares.

"Memorandum of Association" means the memorandum of association of the Company, as amended or substituted from time to time.

"Office" means the registered office of the Company as required by the Companies Law.

"Officers" means the officers for the time being and from time to time of the Company.

"Ordinary Resolution" means a resolution:

- (a) passed by a simple majority of such Shareholders as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting of the Company and where a poll is taken regard shall be had in computing a majority to the number of votes to which each Shareholder is entitled; or
- (b) approved in writing by all of the Shareholders entitled to vote at a general meeting of the Company in one or more instruments each signed by one or more of the Shareholders and the effective date of the resolution so adopted shall be the date on which the instrument, or the last of such instruments, if more than one, is executed.

"Ordinary Share" means a voting participating redeemable share in the capital of the Company of \$0.01 nominal or par value issued subject to and in accordance with the provisions of the

Companies Law and these Articles, and having the rights and being subject to the restrictions as provided for under these Articles with respect to such Share. For the avoidance of doubt, in these Articles the expression "Ordinary Share" shall include a fraction of an Ordinary Share.

"paid up" means paid up as to the par value in respect of the issue of any Shares and includes credited as paid up.

"Person" means any natural person, firm, company, joint venture, partnership, corporation, association or other entity (whether or not having a separate legal personality) or any of them as the context so requires, other than in respect of a Director or Officer in which circumstances Person shall mean any person or entity permitted to act as such in accordance with the laws of the Cayman Islands.

"Principal Register", where the Company has established one or more Branch Registers pursuant to the Companies Law and these Articles, means the Register maintained by the Company pursuant to the Companies Law and these Articles that is not designated by the Directors as a Branch Register.

"Redemption Price" has the meaning given in Article 0.

"Register" means the register of Members of the Company required to be kept pursuant to the Companies Law and includes any Branch Register(s) established by the Company in accordance with the Companies Law.

"Seal" means the common seal of the Company (if adopted) including any facsimile thereof.

"Secretary" means any Person appointed by the Directors to perform any of the duties of the secretary of the Company.

"Share" means a share in the capital of the Company. All references to "Shares" herein shall be deemed to be Shares of any or all Classes as the context may require. For the avoidance of doubt in these Articles the expression "Share" shall include a fraction of a Share.

"Shareholder" or **"Member"** means a Person who is registered as the holder of Shares in the Register and includes each subscriber to the Memorandum of Association pending entry in the Register of such subscriber.

"Share Premium Account" means the share premium account established in accordance with these Articles and the Companies Law.

"signed" means bearing a signature or representation of a signature affixed by mechanical means.

"Special Resolution" means a special resolution of the Company passed in accordance with the Companies Law, being a resolution:

- (a) passed by a majority of not less than two-thirds of such Shareholders as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting of the Company of which notice specifying the intention to propose the resolution as a special resolution has been duly given and where a poll is taken regard shall be had in computing a majority to the number of votes to which each Shareholder is entitled; or
- (b) approved in writing by all of the Shareholders entitled to vote at a general meeting of the Company in one or more instruments each signed by one or more of the Shareholders 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.

"Treasury Shares" means Shares that were previously issued but were purchased, redeemed, surrendered or otherwise acquired by the Company and not cancelled.

2. In these Articles, save where the context requires otherwise:

- (a) words importing the singular number shall include the plural number and vice versa;
- (b) words importing the masculine gender only shall include the feminine gender and any Person as the context may require;

- (c) the word "may" shall be construed as permissive and the word "shall" shall be construed as imperative;
 - (d) reference to a dollar or dollars or USD (or \$) and to a cent or cents is reference to dollars and cents of the United States of America;
 - (e) reference to a statutory enactment shall include reference to any amendment or re-enactment thereof for the time being in force;
 - (f) reference to any determination by the Directors shall be construed as a determination by the Directors in their sole and absolute discretion and shall be applicable either generally or in any particular case; and
 - (g) reference to "in writing" shall be construed as written or represented by any means reproducible in writing, including any form of print, lithograph, email, facsimile, photograph or telex or represented by any other substitute or format for storage or transmission for writing or partly one and partly another.
3. Subject to the preceding Articles, any words defined in the Companies Law shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.

PRELIMINARY

4. The business of the Company may be commenced at any time after incorporation.
5. The Office shall be at such address in the Cayman Islands as the Directors may from time to time determine. The Company may in addition establish and maintain such other offices and places of business and agencies in such places as the Directors may from time to time determine.
6. The expenses incurred in the formation of the Company and in connection with the offer for subscription and issue of Shares shall be paid by the Company. Such expenses may be amortised over such period as the Directors may determine and the amount so paid shall be charged against income and/or capital in the accounts of the Company as the Directors shall determine.
7. The Directors shall keep, or cause to be kept, the Register at such place or (subject to compliance with the Companies Law and these Articles) places as the Directors may from time to time determine. In the absence of any such determination, the Register shall be kept at the Office. The Directors may keep, or cause to be kept, one or more Branch Registers as well as the Principal Register in accordance with the Companies Law, provided always that a duplicate of such Branch Register(s) shall be maintained with the Principal Register in accordance with the Companies Law.

SHARE CAPITAL

8. Subject to these Articles, all Shares for the time being unissued shall be under the control of the Directors who may:
- (a) issue, allot and dispose of the same to such Persons, in such manner, on such terms and having such rights and being subject to such restrictions as they may from time to time determine; and
 - (b) grant options with respect to such Shares and issue warrants or similar instruments with respect thereto;

and, for such purposes, the Directors may reserve an appropriate number of Shares for the time being unissued.

9. The Directors, or the Shareholders by Ordinary Resolution, may authorise the division of Shares into any number of Classes and sub-classes and the different Classes and sub-classes shall be authorised, established and designated (or re-designated as the case may

be) and the variations in the relative rights (including, without limitation, voting, dividend and redemption rights), restrictions, preferences, privileges and payment obligations as between the different Classes (if any) may be fixed and determined by the Directors or the Shareholders by Ordinary Resolution.

10. The Directors may refuse to accept any application for Shares, and may accept any application in whole or in part, for any reason or for no reason.

MANAGEMENT SHARES

11. The Management Shares shall carry the following rights and restrictions:
- (a) in the event of a winding up or dissolution of the Company, whether voluntary or involuntary or for the purposes of a reorganisation or otherwise or upon any distribution of capital, the holders of Management Shares are entitled to a return of paid up nominal capital out of the assets of the Company, but only after the return of nominal capital paid up on the Ordinary Shares. Management Shares confer no other right to participate in the profits or assets of the Company;
 - (b) the holders of the Management Shares have the right to receive notice of, to attend, to speak at general meetings of the Company;
 - (c) for so long as there are any Ordinary Shares in issue, the Management Shares shall have no right to vote at general meetings of the Company; and
 - (d) at any time there are no Ordinary Shares in issue, the Management Shares shall have the right to vote at general meetings of the Company and each Management Share shall carry one vote on a poll.

ORDINARY SHARES

12. The Ordinary Shares shall carry the following rights and restrictions:
- (a) Ordinary Shares shall confer upon the Shareholders rights in a winding-up or repayment of capital and the right to participate in the profits or assets of the Company in accordance with these Articles;
 - (b) the holders of the Ordinary Shares have the right to receive notice of, to attend, to speak and to vote at general meetings of the Company and each Ordinary Share shall carry one vote on a poll; and
 - (c) the Ordinary Shares shall be subject to compulsory redemption by the Company in accordance with Articles 0 to 0.

MODIFICATION OF RIGHTS

13. Whenever the capital of the Company is divided into different Classes (and as otherwise determined by the Directors) the rights attached to any such Class may, subject to any rights or restrictions for the time being attached to any Class only be materially adversely varied or abrogated with the consent in writing of the holders of not less than two-thirds of the issued Shares of the relevant Class, or with the sanction of a resolution passed at a separate meeting of the holders of the Shares of such Class by a majority of two-thirds of the votes cast at such a meeting. To every such separate meeting all the provisions of these Articles relating to general meetings of the Company or to the proceedings thereat shall, *mutatis mutandis*, apply, except that the necessary quorum shall be one or more Persons at least holding or representing by proxy one-third in nominal or par value amount of the issued Shares of the relevant Class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those Shareholders who are present shall form a quorum) and that, subject to any rights or restrictions for the time being

attached to the Shares of that Class, every Shareholder of the Class shall on a poll have one vote for each Share of the Class held by him. For the purposes of this Article the Directors may treat all the Classes or any two or more Classes as forming one Class if they consider that all such Classes would be affected in the same way by the proposals under consideration, but in any other case shall treat them as separate Classes. The Directors may vary the rights attaching to any Class without the consent or approval of Shareholders provided that the rights will not, in the determination of the Directors, be materially adversely varied or abrogated by such action.

14. The rights conferred upon the holders of the Shares of any Class issued with preferred or other rights shall not, subject to any rights or restrictions for the time being attached to the Shares of that Class, be deemed to be materially adversely varied or abrogated by, *inter alia*, the creation, allotment or issue of further Shares ranking *pari passu* with or subsequent to them or the redemption or purchase of any Shares of any Class by the Company.

CERTIFICATES

15. No Person shall be entitled to a certificate for any or all of his Shares, unless the Directors shall determine otherwise.

FRACTIONAL SHARES

16. The Directors may issue fractions of a Share and, if so issued, a fraction of a Share shall be subject to and carry the corresponding fraction of liabilities (whether with respect to nominal or par value, premium, contributions, calls or otherwise), limitations, preferences, privileges, qualifications, restrictions, rights (including, without prejudice to the generality of the foregoing, voting and participation rights) and other attributes of a whole Share. If more than one fraction of a Share of the same Class is issued to or acquired by the same Shareholder such fractions shall be accumulated.

LIEN

17. The Company has a first and paramount lien on every Share (whether or not fully paid) for all amounts (whether presently payable or not) payable at a fixed time or called in respect of that Share. The Company also has a first and paramount lien on every Share (whether or not fully paid) registered in the name of a Person indebted or under liability to the Company (whether he is the sole registered holder of a Share or one of two or more joint holders) for all amounts owing by him or his estate to the Company (whether or not presently payable). The Directors may at any time declare a Share to be wholly or in part exempt from the provisions of this Article. The Company's lien on a Share extends to any amount payable in respect of it.
18. The Company may sell, in such manner as the Directors may determine, any Share on which the Company has a lien, but no sale shall be made unless an amount in respect of which the lien exists is presently payable nor until the expiration of fourteen days after a notice in writing, demanding payment of such part of the amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the Share, or the Persons entitled thereto by reason of his death or bankruptcy.
19. For giving effect to any such sale the Directors may authorise some Person to transfer the Shares sold to the purchaser thereof. The purchaser shall be registered as the holder of the Shares comprised in any such transfer and he 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.
20. The proceeds of the sale after deduction of expenses, fees and commission incurred by the Company shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue shall

(subject to a like lien for sums not presently payable as existed upon the Shares prior to the sale) be paid to the Person entitled to the Shares immediately prior to the sale.

CALLS ON SHARES

21. The Directors may from time to time make calls upon the Shareholders in respect of any moneys unpaid on their Shares, and each Shareholder shall (subject to receiving at least fourteen days' notice specifying the time or times of payment) pay to the Company at the time or times so specified the amount called on such Shares.
22. The joint holders of a Share shall be jointly and severally liable to pay calls in respect thereof.
23. If a sum called in respect of a Share is not paid before or on the day appointed for payment thereof, the Person from whom the sum is due shall pay interest upon the sum at the rate of eight percent per annum from the day appointed for the payment thereof to the time of the actual payment, but the Directors shall be at liberty to waive payment of that interest wholly or in part.
24. The provisions of these Articles as to the liability of joint holders and as to payment of interest 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 amount of the Share, or by way of premium, as if the same had become payable by virtue of a call duly made and notified.
25. The Directors may make arrangements on the issue of partly paid Shares for a difference between the Shareholders, or the particular Shares, in the amount of calls to be paid and in the times of payment.
26. The Directors may, if they think fit, receive from any Shareholder willing to advance the same all or any part of the moneys uncalled and unpaid upon any partly paid Shares held by him, and upon all or any of the moneys so advanced may (until the same would, but for such advance, become presently payable) pay interest at such rate (not exceeding without the sanction of an Ordinary Resolution, eight percent per annum) as may be agreed upon between the Shareholder paying the sum in advance and the Directors.

FORFEITURE OF SHARES

27. If a Shareholder fails to pay any call or instalment of a call in respect of any Shares on the day appointed for payment, the Directors may, at any time thereafter during such time as any part of such call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.
28. The notice shall name a further day (not earlier than the expiration of fourteen days from the date of the notice) on or before which the payment required by the notice is to be made, and shall state that in the event of non-payment at or before the time appointed the Shares in respect of which the call was made will be liable to be forfeited.
29. 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 notice has been made, be forfeited by a resolution of the Directors to that effect.
30. A forfeited Share may be sold or otherwise disposed of on such terms and in such manner as the Directors think fit, and at any time before a sale or disposition the forfeiture may be cancelled on such terms as the Directors think fit.
31. A Person whose Shares have been forfeited shall cease to be a Shareholder in respect of the forfeited Shares, but shall, notwithstanding, remain liable to pay to the Company all

moneys which at the date of forfeiture were payable by him to the Company in respect of the Shares forfeited, but his liability shall cease if and when the Company receives payment in full of the amount unpaid on the Shares forfeited.

32. A statutory declaration in writing that the declarant is a Director, and that a Share has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts in the declaration as against all Persons claiming to be entitled to the Share.
33. The Company may receive the consideration, if any, given for a Share on any sale or disposition thereof pursuant to the provisions of these Articles as to forfeiture and may execute a transfer of the Share in favour of the Person to whom the Share is sold or disposed of and that Person shall 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 Shares be affected by any irregularity or invalidity in the proceedings in reference to the disposition or sale.
34. The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a Share becomes due and payable, whether on account of the amount of the Share, or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

TRANSFER OF SHARES

35. The instrument of transfer of any Share shall be in any usual or common form or such other form as the Directors may determine and be executed by or on behalf of the transferor and if in respect of a nil or partly paid up Share, or if so required by the Directors, shall also be executed on behalf of the transferee and shall be accompanied by the certificate (if any) of the Shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer. The transferor shall be deemed to remain a Shareholder until the name of the transferee is entered in the Register in respect of the relevant Shares.
36. Subject to the terms of issue thereof, the Directors may determine to decline to register any transfer of Shares without assigning any reason therefor.
37. The registration of transfers may be suspended at such times and for such periods as the Directors may from time to time determine.
38. All instruments of transfer that are registered shall be retained by the Company, but any instrument of transfer that the Directors decline to register shall (except in any case of fraud) be returned to the Person depositing the same.

TRANSMISSION OF SHARES

39. The legal personal representative of a deceased sole holder of a Share shall be the only Person recognised by the Company as having any title to the Share. In the case of a Share registered in the name of two or more holders, the survivors or survivor, or the legal personal representatives of the deceased holder of the Share, shall be the only Person recognised by the Company as having any title to the Share.
40. Any Person becoming entitled to a Share in consequence of the death or bankruptcy of a Shareholder shall upon such evidence being produced as may from time to time be required by the Directors, have the right either to be registered as a Shareholder in respect of the Share or, instead of being registered himself, to make such transfer of the Share as the deceased or bankrupt Person could have made; 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 the deceased or bankrupt Person before the death or bankruptcy.

41. A Person becoming entitled to a Share by reason of the death or bankruptcy of a Shareholder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered Shareholder, except that he shall not, before being registered as a Shareholder 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.

ALTERATION OF SHARE CAPITAL

42. The Company may from time to time by Ordinary Resolution increase the share capital by such sum, to be divided into Shares of such Classes and amount, as the resolution shall prescribe.
43. The Company may by Ordinary Resolution:
- (a) consolidate and divide all or any of its share capital into Shares of a larger amount than its existing Shares;
 - (b) convert all or any of its paid up Shares into stock and reconvert that stock into paid up Shares of any denomination;
 - (c) subdivide its existing Shares, or any of them into Shares of a smaller amount provided that in the subdivision the proportion between the amount paid and the amount, if any, unpaid on each reduced Share shall be the same as it was in case of the Share from which the reduced Share is derived; and
 - (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 and diminish the amount of its share capital by the amount of the Shares so cancelled.
44. The Company may by Special Resolution reduce its share capital and any capital redemption reserve in any manner authorised by law.

REDEMPTION, PURCHASE AND SURRENDER OF SHARES

45. Subject to the Companies Law, the Company may:
- (a) issue Shares on terms that they are to be redeemed or are liable to be redeemed at the option of the Company or the Shareholder on such terms and in such manner as the Directors may determine;
 - (b) purchase its own Shares (including any redeemable Shares) on such terms and in such manner as the Directors may determine and agree with the Shareholder;
 - (c) make a payment in respect of the redemption or purchase of its own Shares in any manner authorised by the Companies Law, including out of its capital; and
 - (d) accept the surrender for no consideration of any paid up Share (including any redeemable Share) on such terms and in such manner as the Directors may determine.
46. Any Share in respect of which notice of redemption has been given shall not be entitled to participate in the profits of the Company in respect of the period after the date specified as the date of redemption in the notice of redemption.
47. The redemption, purchase or surrender of any Share shall not be deemed to give rise to the redemption, purchase or surrender of any other Share.
48. The Directors may when making payments in respect of redemption or purchase of Shares, if authorised by the terms of issue of the Shares being redeemed or purchased or with the

agreement of the holder of such Shares, make such payment either in cash or in specie including, without limitation, interests in a special purpose vehicle holding assets of the Company or holding entitlement to the proceeds of assets held by the Company or in a liquidating structure.

COMPULSORY REDEMPTION OF ORDINARY SHARES

49. Notwithstanding any other provision in these Articles, the Directors may cause the Company to redeem any or all of the Ordinary Shares held by any person at such time and for such reason as the Directors may determine in their discretion. If the Directors determine compulsorily to redeem any Ordinary Shares under this Article they shall give the holder of the Ordinary Shares written notice of the redemption within such period as the Directors shall determine.
50. The price of the Ordinary Shares to be compulsorily redeemed pursuant to Article 0 shall be calculated by the Directors, taking into account the Company's freely available cash, with a deduction for such amounts as the Directors, in their discretion, deem necessary or appropriate to meet the prudent ongoing requirements of the Company, and the requirements of the Companies Law (the "**Redemption Price**").
51. Upon such compulsory redemption under these Articles being exercised by the Company against a Shareholder, such Shareholder will be entitled to receive the Redemption Price in respect of his Ordinary Shares so redeemed, such Redemption Price to be paid to such Shareholder in the manner described and subject to these Articles, and from the day on which such compulsory redemption is effected shall have no other Shareholder's rights except the right to receive the Redemption Price and the right to receive any dividends declared but not yet paid.

TREASURY SHARES

52. Shares that the Company purchases, redeems or acquires (by way of surrender or otherwise) may, at the option of the Company, be cancelled immediately or held as Treasury Shares in accordance with the Companies Law. In the event that the Directors do not specify that the relevant Shares are to be held as Treasury Shares, such Shares shall be cancelled.
53. No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to members on a winding up) may be declared or paid in respect of a Treasury Share.
54. The Company shall be entered in the Register as the holder of the Treasury Shares provided that:
 - (a) the Company shall not be treated as a member for any purpose and shall not exercise any right in respect of the Treasury Shares, and any purported exercise of such a right shall be void;
 - (b) a Treasury Share shall not be voted, directly or indirectly, at any meeting of the Company and shall not be counted in determining the total number of issued shares at any given time, whether for the purposes of these Articles or the Companies Law, save that an allotment of Shares as fully paid bonus shares in respect of a Treasury Share is permitted and Shares allotted as fully paid bonus shares in respect of a treasury share shall be treated as Treasury Shares.
55. Treasury Shares may be disposed of by the Company on such terms and conditions as determined by the Directors.

GENERAL MEETINGS

56. The Directors may, whenever they think fit, convene a general meeting of the Company.
57. The Directors may cancel or postpone any duly convened general meeting at any time prior to such meeting, except for general meetings requisitioned by the Shareholders in accordance with these Articles, for any reason or for no reason at any time prior to the time for holding such meeting or, if the meeting is adjourned, the time for holding such adjourned meeting. The Directors shall give Shareholders notice in writing of any cancellation or postponement. A postponement may be for a stated period of any length or indefinitely as the Directors may determine.
58. General meetings shall also be convened on the requisition in writing of any Shareholder or Shareholders entitled to attend and vote at general meetings of the Company holding at least ten percent of the paid up voting share capital of the Company deposited at the Office specifying the objects of the meeting by notice given no later than 7 days from the date of deposit of the requisition signed by the requisitionists, and if the Directors do not convene such meeting for a date not later than 14 days after the date of such deposit, the requisitionists themselves may convene the general meeting in the same manner, as nearly as possible, as that in which general meetings may be convened by the Directors, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Directors to convene the general meeting shall be reimbursed to them by the Company.
59. If at any time there are no Directors, any two Shareholders (or if there is only one Shareholder then that Shareholder) entitled to vote at general meetings of the Company may convene a general meeting in the same manner as nearly as possible as that in which general meetings may be convened by the Directors.

NOTICE OF GENERAL MEETINGS

60. At least five days' notice in writing 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 the general nature of the business, shall be given in the 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 these Articles, entitled to receive such notices from the Company, but with the consent of all the Shareholders entitled to receive notice of some particular meeting and attend and vote thereat, that meeting may be convened by such shorter notice or without notice and in such manner as those Shareholders may think fit.
61. The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by any Shareholder shall not invalidate the proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

62. All business carried out at a general meeting shall be deemed special with the exception of sanctioning a dividend, the consideration of the accounts, balance sheets, any report of the Directors or of the Company's auditors, and the fixing of the remuneration of the Company's auditors. No special business shall be transacted at any general meeting without the consent of all Shareholders entitled to receive notice of that meeting unless notice of such special business has been given in the notice convening that meeting.
63. No business shall be transacted at any general meeting unless a quorum of Shareholders is present at the time when the meeting proceeds to business. Save as otherwise provided by these Articles, one or more Shareholders holding at least a majority of the paid up voting share capital of the Company present in person or by proxy and entitled to vote at that meeting shall form a quorum.
64. 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 Shareholders, 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 Shareholder or Shareholders present and entitled to vote shall form a quorum.

65. If the Directors wish to make this facility available for a specific general meeting or all general meetings of the Company, participation in any general meeting of the Company may be by means of a telephone or similar communication equipment by way of which all Persons participating in such meeting can communicate with each other and such participation shall be deemed to constitute presence in person at the meeting.
66. The chairman, if any, of the Directors shall preside as chairman at every general meeting of the Company.
67. If there is no such chairman, or if at any general meeting he is not present within fifteen minutes after the time appointed for holding the meeting or is unwilling to act as chairman, any Director or Person nominated by the Directors shall preside as chairman, failing which the Shareholders present in person or by proxy shall choose any Person present to be chairman of that meeting.
68. The chairman may adjourn a meeting from time to time and from place to place either:
 - (a) with the consent of any general meeting at which a quorum is present (and shall if so directed by the meeting); or
 - (b) without the consent of such meeting if, in his sole opinion, he considers it necessary to do so to:
 - (i) secure the orderly conduct or proceedings of the meeting; or
 - (ii) give all persons present in person or by proxy and having the right to speak and / or vote at such meeting, the ability to do so,

but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting, or adjourned meeting, is adjourned for fourteen days or more, notice of the adjourned meeting shall be given in the manner provided for the original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

69. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairman or one or more Shareholders present in person or by proxy entitled to vote, and unless a poll is so demanded, 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 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 of, or against, that resolution.
70. If a poll is duly demanded it shall be taken in such manner as the chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
71. 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 not be entitled to a second or casting vote.
72. A poll demanded on the election of a chairman of the meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs.

VOTES OF SHAREHOLDERS

73. Subject to any rights and restrictions for the time being attached to any Share, on a show of hands every Shareholder present in person and every Person representing a Shareholder by proxy shall, at a general meeting of the Company, each have one vote and on a poll every Shareholder and every Person representing a Shareholder by proxy shall have one vote for each Share of which he or the Person represented by proxy is the holder.
74. 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 other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the Register.
75. A Shareholder of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote in respect of Shares carrying the right to vote held by him, whether on a show of hands or on a poll, by his committee, or other Person in the nature of a committee appointed by that court, and any such committee or other Person, may vote in respect of such Shares by proxy.
76. No Shareholder shall be entitled to vote at any general meeting of the Company unless all calls, if any, or other sums presently payable by him in respect of Shares carrying the right to vote held by him have been paid.
77. On a poll votes may be given either personally or by proxy.
78. The instrument appointing a proxy shall be in writing and shall be executed under the hand of the appointor or of his duly authorised attorney or, if the appointor is a corporation, by any person properly authorised, to the satisfaction of the Directors, to execute such document on behalf of the appointor. A proxy need not be a Shareholder.
79. An instrument appointing a proxy may be in any usual or common form or such other form as the Directors may approve.
80. The instrument appointing a proxy shall be deposited at the Office or at such other place as is specified for that purpose in the notice convening the meeting no later than the time for holding the meeting or, if the meeting is adjourned, the time for holding such adjourned meeting.
81. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
82. A resolution in writing signed by all the Shareholders for the time being entitled to receive notice of and to attend and vote at general meetings of the Company (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

83. Any corporation which is a Shareholder or a Director may authorise such Person as it thinks fit to act as its representative at any meeting of the Company or of any meeting of holders of a Class or of the Directors or of a committee of Directors, and the Person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Shareholder or Director.

DIRECTORS

84. The name(s) of the first Director(s) shall either be determined in writing by a majority (or in the case of a sole subscriber that subscriber) of, or elected at a meeting of, the subscribers of the Memorandum of Association.
85. The Company may by Ordinary Resolution appoint any Person to be a Director.
86. Subject to these Articles, a Director shall hold office until such time as he is removed from office by Ordinary Resolution.
87. The Company may by Ordinary Resolution from time to time fix the maximum and minimum number of Directors to be appointed but unless such numbers are fixed as aforesaid the minimum number of Directors shall be one and the maximum number of Directors shall be unlimited.
88. The remuneration of the Directors may be determined by the Directors or by Ordinary Resolution.
89. There shall be no shareholding qualification for Directors unless determined otherwise by Ordinary Resolution.
90. The Directors shall have power at any time and from time to time to appoint any Person to be a Director, either as a result of a casual vacancy or as an additional Director, subject to the maximum number (if any) imposed by Ordinary Resolution.

ALTERNATE DIRECTOR

91. Any Director may in writing appoint another Person to be his alternate and, save to the extent provided otherwise in the form of appointment, such alternate shall have authority to sign written resolutions on behalf of the appointing Director, but shall not be authorised to sign such written resolutions where they have been signed by the appointing Director, and to act in such Director's place at any meeting of the Directors. Every such alternate shall be entitled to attend and vote at meetings of the Directors as the alternate of the Director appointing him and where he is a Director to have a separate vote 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 solely as a result of his appointment as an alternate other than in respect of such times as the alternate acts as a Director. 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.

POWERS AND DUTIES OF DIRECTORS

92. Subject to the Companies Law, these Articles and to any resolutions passed 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 may exercise all powers of the Company. No resolution passed by the Company in general meeting shall invalidate any prior act of the Directors that would have been valid if that resolution had not been passed.
93. The Directors may from time to time appoint any Person, whether or not a Director to hold such office in the Company as the Directors may think necessary for the administration of the Company, including but not limited to, the office of president, one or more vice-presidents, treasurer, assistant treasurer, manager or controller, and for such term and at such remuneration (whether by way of salary or commission or participation in profits or partly in one way and partly in another), and with such powers and duties as the Directors may think fit. Any Person so appointed by the Directors may be removed by the Directors or by the Company by Ordinary Resolution. The Directors may also appoint one or more of their number to the office of managing director upon like terms, but any such

appointment shall ipso facto terminate if any managing director ceases from any cause to be a Director, or if the Company by Ordinary Resolution resolves that his tenure of office be terminated.

94. The Directors may appoint any Person to be a Secretary (and if need be an assistant Secretary or assistant Secretaries) who shall hold office for such term, at such remuneration and upon such conditions and with such powers as they think fit. Any Secretary or assistant Secretary so appointed by the Directors may be removed by the Directors or by the Company by Ordinary Resolution.
95. The Directors may delegate any of their powers to committees consisting of such member or members of their body as they think fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.
96. The Directors may from time to time and at any time by power of attorney (whether under Seal or under hand) or otherwise appoint any company, firm or Person or body of Persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys or authorised signatory (any such person being an "**Attorney**" or "**Authorised Signatory**", respectively) 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 or other appointment may contain such provisions for the protection and convenience of Persons dealing with any such Attorney or Authorised Signatory as the Directors may think fit, and may also authorise any such Attorney or Authorised Signatory to delegate all or any of the powers, authorities and discretion vested in him.
97. 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 Articles shall not limit the general powers conferred by this Article.
98. The Directors from time to time and at any time may establish any committees, local boards or agencies for managing any of the affairs of the Company and may appoint any Person to be a member of such committees or local boards and may appoint any managers or agents of the Company and may fix the remuneration of any such Person.
99. The Directors from time to time and at any time may delegate to any such committee, local board, manager or agent any of the powers, authorities and discretions for the time being vested in the Directors and may authorise the members for the time being of any such local board, or any of them to fill any vacancies therein and to act notwithstanding vacancies and any such appointment or delegation may be made on such terms and subject to such conditions as the Directors may think fit and the Directors may at any time 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.
100. Any such delegates as aforesaid may be authorised by the Directors to sub-delegate all or any of the powers, authorities, and discretion for the time being vested in them.
101. The Directors may agree with a Shareholder to waive or modify the terms applicable to such Shareholder's subscription for Shares without obtaining the consent of any other Shareholder; provided that such waiver or modification does not amount to a variation or abrogation of the rights attaching to the Shares of such other Shareholders.

BORROWING POWERS OF DIRECTORS

102. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and uncalled capital or any part thereof, or to otherwise provide for a security interest to be taken in such undertaking, property or uncalled capital, and to issue debentures, debenture stock and other securities whenever

money is borrowed or as security for any debt, liability or obligation of the Company or of any third party.

THE SEAL

103. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Directors provided always that such authority may be given prior to or after the affixing of the Seal and if given after may be in general form confirming a number of affixings of the Seal. The Seal shall be affixed in the presence of a Director or a Secretary (or an assistant Secretary) or in the presence of any one or more Persons as the Directors may appoint for the purpose and every Person as aforesaid shall sign every instrument to which the Seal is so affixed in their presence.
104. The Company may maintain a facsimile of the Seal in such countries or places as the Directors may appoint and such facsimile Seal shall not be affixed to any instrument except by the authority of a resolution of the Directors provided always that such authority may be given prior to or after the affixing of such facsimile Seal and if given after may be in general form confirming a number of affixings of such facsimile Seal. The facsimile Seal shall be affixed in the presence of such Person or Persons as the Directors shall for this purpose appoint and such Person or Persons as aforesaid shall sign every instrument to which the facsimile Seal is so affixed in their presence and such affixing of the facsimile Seal and signing as aforesaid shall have the same meaning and effect as if the Seal had been affixed in the presence of and the instrument signed by a Director or a Secretary (or an assistant Secretary) or in the presence of any one or more Persons as the Directors may appoint for the purpose.
105. Notwithstanding the foregoing, a Secretary or any assistant Secretary shall have the authority to affix the Seal, or the facsimile 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.

DISQUALIFICATION OF DIRECTORS

106. The office of Director shall be vacated, if the Director:
 - (a) becomes bankrupt or makes any arrangement or composition with his creditors;
 - (b) dies or is found to be or becomes of unsound mind;
 - (c) resigns his office by notice in writing to the Company;
 - (d) is removed from office by Ordinary Resolution;
 - (e) is removed from office by notice addressed to him at his last known address and signed by all of his co-Directors (not being less than two in number); or
 - (f) is removed from office pursuant to any other provision of these Articles.

PROCEEDINGS OF DIRECTORS

107. The Directors may meet together (either within or outside 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 not have a second or casting vote. A Director may, and a Secretary or assistant Secretary on the requisition of a Director shall, at any time summon a meeting of the Directors.
108. A Director may participate in any meeting of the Directors, or of any committee appointed by the Directors of which such Director is a member, by means of telephone or similar

communication equipment by way of which all Persons participating in such meeting can communicate with each other and such participation shall be deemed to constitute presence in person at the meeting.

109. 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 two or more Directors the quorum shall be two, and if there be one Director the quorum 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.
110. A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors. A general notice given to the Directors by any Director to the effect that he is to be regarded as interested in any contract or other arrangement which may thereafter be made with that company or firm shall be deemed a sufficient declaration of interest in regard to any contract so made. A Director may vote in respect of any contract or proposed contract or arrangement notwithstanding that he may be interested therein and if he does so his vote shall be counted and he may be counted in the quorum at any meeting of the Directors at which any such contract or proposed contract or arrangement shall come before the meeting for consideration.
111. A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested, be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established. A Director, notwithstanding his interest, may be counted in the quorum present at any meeting of the Directors whereat he or any other Director is appointed to hold any such office or place of profit under the Company or whereat the terms of any such appointment are arranged and he may vote on any such appointment or arrangement.
112. Any Director may act by himself or 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; provided that nothing herein contained shall authorise a Director or his firm to act as auditor to the Company.
113. The Directors shall cause minutes to be made in books or loose-leaf folders provided for the purpose of recording:
 - (a) all appointments of Officers made by the Directors;
 - (b) the names of the Directors present at each meeting of the Directors and of any committee of the Directors; and
 - (c) all resolutions and proceedings at all meetings of the Company, and of the Directors and of committees of Directors.
114. When the chairman of a meeting of the Directors signs the minutes of such meeting the same shall be deemed to have been duly held notwithstanding that all the Directors have not actually come together or that there may have been a technical defect in the proceedings.
115. A resolution in writing signed by all the Directors or all the members of a committee of Directors entitled to receive notice of a meeting of Directors or committee of Directors, as

the case may be (an alternate Director, subject as provided otherwise in the terms of appointment of the alternate Director, being entitled to sign such a resolution on behalf of his appointer), shall be as valid and effectual as if it had been passed at a duly called and constituted meeting of Directors or committee of Directors, as the case may be. When signed a resolution may consist of several documents each signed by one or more of the Directors or his duly appointed alternate.

116. The continuing Directors may act notwithstanding any vacancy in their body but if and for so long as their number is reduced below the number fixed by or pursuant to these Articles 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.
117. 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 meeting, the Directors present may choose one of their number to be chairman of the meeting.
118. Subject to any regulations imposed on it by the Directors, a committee appointed by the Directors may elect a chairman of its meetings. 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 meeting, the committee members present may choose one of their number to be chairman of the meeting.
119. A committee appointed by the Directors may meet and adjourn as it thinks proper. Subject to any regulations imposed on it by the Directors, questions arising at any meeting shall be determined by a majority of votes of the committee members present and in case of an equality of votes the chairman shall not have a second or casting vote.
120. All acts done by any meeting of the Directors or of a committee of 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.

DIVIDENDS

121. Subject to any rights and restrictions for the time being attached to any Shares, or as otherwise provided for in the Companies Law and these Articles, the Directors may from time to time declare dividends (including interim dividends) and other distributions on Shares in issue and authorise payment of the same out of the funds of the Company lawfully available therefor.
122. Subject to any rights and restrictions for the time being attached to any Shares, the Company by Ordinary Resolution may declare dividends, but no dividend shall exceed the amount recommended by the Directors.
123. The Directors may determine, before recommending or declaring any dividend, to set aside out of the funds legally available for distribution such sums as they think proper as a reserve or reserves which shall be applicable for meeting contingencies, or for equalising dividends or for any other purpose to which those funds may be properly applied and pending such application may, at the determination of the Directors, either be employed in the business of the Company or be invested in such investments as the Directors may from time to time think fit.
124. Any dividend may be paid in any manner as the Directors may determine. If paid by cheque it will be sent through the post to the registered address of the Shareholder or Person entitled thereto, or in the case of joint holders, to any one of such joint holders at his registered address or to such Person and such address as the Shareholder or Person

entitled, or such joint holders as the case may be, may direct. Every such cheque shall be made payable to the order of the Person to whom it is sent or to the order of such other Person as the Shareholder or Person entitled, or such joint holders as the case may be, may direct.

125. The Directors when paying dividends to the Shareholders in accordance with the foregoing provisions of these Articles may make such payment either in cash or in specie and may determine the extent to which amounts may be withheld therefrom (including, without limitation, any taxes, fees, expenses or other liabilities for which a Shareholder (or the Company, as a result of any action or inaction of the Shareholder) is liable).
126. Subject to any rights and restrictions for the time being attached to any Shares, all dividends shall be declared and paid according to the amounts paid up on the Shares, but if and for so long as nothing is paid up on any of the Shares dividends may be declared and paid according to the par value of the Shares.
127. If several Persons are registered as joint holders of any Share, any of them may give effectual receipts for any dividend or other moneys payable on or in respect of the Share.
128. No dividend shall bear interest against the Company.

ACCOUNTS, AUDIT AND ANNUAL RETURN AND DECLARATION

129. 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.
130. The books of account shall be kept at the Office, or at such other place or places as the Directors think fit, and shall always be open to the inspection of the Directors.
131. The Directors may 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 Shareholders not being Directors, and no Shareholder (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 authorised by the Directors or by Ordinary Resolution.
132. The accounts relating to the Company's affairs shall only be audited if the Directors so determine, in which case the accounting principles will be determined by the Directors. The financial year of the Company shall end on 31 December of each year or such other date as the Directors may determine.
133. The Directors in each year shall prepare, or cause to be prepared, an annual return and declaration setting forth the particulars required by the Companies Law and deliver a copy thereof to the Registrar of Companies in the Cayman Islands.

CAPITALISATION OF RESERVES

134. Subject to the Companies Law and these Articles, the Directors may:
 - (a) resolve to capitalise an amount standing to the credit of reserves (including a Share Premium Account, capital redemption reserve and profit and loss account), whether or not available for distribution;
 - (b) appropriate the sum resolved to be capitalised to the Shareholders in proportion to the nominal amount of Shares (whether or not fully paid) held by them respectively and apply that sum on their behalf in or towards:
 - (i) paying up the amounts (if any) for the time being unpaid on Shares held by them respectively, or

- (ii) paying up in full unissued Shares or debentures of a nominal amount equal to that sum,

and allot the Shares or debentures, credited as fully paid, to the Shareholders (or as they may direct) in those proportions, or partly in one way and partly in the other, but the Share Premium Account, the capital redemption reserve and profits which are not available for distribution may, for the purposes of this Article, only be applied in paying up unissued Shares to be allotted to Shareholders credited as fully paid;

- (c) make any arrangements they think fit to resolve a difficulty arising in the distribution of a capitalised reserve and in particular, without limitation, where Shares or debentures become distributable in fractions the Directors may deal with the fractions as they think fit;
- (d) authorise a Person to enter (on behalf of all the Shareholders concerned) into an agreement with the Company providing for either:
 - (i) the allotment to the Shareholders respectively, credited as fully paid, of Shares or debentures to which they may be entitled on the capitalisation, or
 - (ii) the payment by the Company on behalf of the Shareholders (by the application of their respective proportions of the reserves resolved to be capitalised) of the amounts or part of the amounts remaining unpaid on their existing Shares,

and any such agreement made under this authority being effective and binding on all those Shareholders; and

- (e) generally do all acts and things required to give effect to any of the actions contemplated by this Article.

SHARE PREMIUM ACCOUNT

- 135. The Directors shall in accordance with the Companies Law establish a Share Premium Account and shall carry to the credit of such account from time to time a sum equal to the amount or value of the premium paid on the issue of any Share.
- 136. There shall be debited to any Share Premium Account on the redemption or purchase of a Share the difference between the nominal value of such Share and the redemption or purchase price provided always that at the determination of the Directors such sum may be paid out of the profits of the Company or, if permitted by the Companies Law, out of capital.

NOTICES

- 137. Any notice or document may be served by the Company or by the Person entitled to give notice to any Shareholder either personally, or by posting it airmail or air courier service in a prepaid letter addressed to such Shareholder at his address as appearing in the Register, or by electronic mail to any electronic mail address such Shareholder may have specified in writing for the purpose of such service of notices, or by facsimile should the Directors deem it appropriate. In the case of joint holders of a Share, all notices shall be given to that one of the joint holders whose name stands first in the Register in respect of the joint holding, and notice so given shall be sufficient notice to all the joint holders.
- 138. Any Shareholder present, either personally or by proxy, at any meeting of the Company shall for all purposes be deemed to have received due notice of such meeting and, where requisite, of the purposes for which such meeting was convened.

139. Any notice or other document, if served by:
- (a) post, shall be deemed to have been served five clear days after the time when the letter containing the same is posted;
 - (b) facsimile, shall be deemed to have been served upon production by the transmitting facsimile machine of a report confirming transmission of the facsimile in full to the facsimile number of the recipient;
 - (c) recognised courier service, shall be deemed to have been served 48 hours after the time when the letter containing the same is delivered to the courier service; or
 - (d) electronic mail, shall be deemed to have been served immediately upon the time of the transmission by electronic mail.

In proving service by post or courier service it shall be sufficient to prove that the letter containing the notice or documents was properly addressed and duly posted or delivered to the courier service.

140. Any notice or document delivered or sent in accordance with the terms of these Articles shall notwithstanding that such Shareholder be then dead 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 Share registered in the name of such Shareholder as sole or joint holder, unless his name shall at the time of the service of the notice or document, have been removed from the Register as the holder of the Share, and such service shall for all purposes be deemed a sufficient service of such notice or document on all Persons interested (whether jointly with or as claiming through or under him) in the Share.

141. Notice of every general meeting of the Company shall be given to:
- (a) all Shareholders holding Shares with the right to receive notice and who have supplied to the Company an address for the giving of notices to them; and
 - (b) every Person entitled to a Share in consequence of the death or bankruptcy of a Shareholder, who but for his death or bankruptcy would be entitled to receive notice of the meeting.

No other Person shall be entitled to receive notices of general meetings.

INDEMNITY

142. Every Director (including for the purposes of this Article any alternate Director appointed pursuant to the provisions of these Articles), Secretary, assistant Secretary, or other Officer (but not including the Company's auditors) and the personal representatives of the same (each an "Indemnified Person") shall be indemnified and secured harmless out of the assets and funds of the Company against all actions, proceedings, costs, charges, expenses, losses, damages or liabilities incurred or sustained by such Indemnified Person, other than by reason of such Indemnified Person's own dishonesty, wilful default or fraud as determined by a court of competent jurisdiction, in or about the conduct of the Company's business or affairs (including as a result of any mistake of judgment) or in the execution or discharge of his duties, powers, authorities or discretions, including without prejudice to the generality of the foregoing, any costs, expenses, losses or liabilities incurred by such Indemnified Person in defending (whether successfully or otherwise) any civil proceedings concerning the Company or its affairs in any court whether in the Cayman Islands or elsewhere.

143. No Indemnified Person shall be liable:
- (a) for the acts, receipts, neglects, defaults or omissions of any other Director or Officer or agent of the Company; or

- (b) for any loss on account of defect of title to any property of the Company; or
- (c) on account of the insufficiency of any security in or upon which any money of the Company shall be invested; or
- (d) for any loss incurred through any bank, broker or other similar Person; or
- (e) for any loss occasioned by any negligence, default, breach of duty, breach of trust, error of judgement or oversight on such Indemnified Person's part; or
- (f) for any loss, damage or misfortune whatsoever which may happen in or arise from the execution or discharge of the duties, powers, authorities, or discretions of such Indemnified Person's office or in relation thereto;

unless the same shall happen through such Indemnified Person's own dishonesty, wilful default or fraud as determined by a court of competent jurisdiction.

NON-RECOGNITION OF TRUSTS

144. Subject to the proviso hereto, no Person shall be recognised by the Company as holding any Share upon any trust and the Company shall not, unless required by law, 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 Share or (except only as otherwise provided by these Articles or as the Companies Law requires) any other right in respect of any Share except an absolute right to the entirety thereof in each Shareholder registered in the Register, provided that, notwithstanding the foregoing, the Company shall be entitled to recognise any such interests as shall be determined by the Directors.

WINDING UP

145. If the Company shall be wound up the liquidator shall apply the assets of the Company in such manner and order as he thinks fit in satisfaction of creditors' claims.
146. If the Company shall be wound up, the liquidator may, with the sanction of an Ordinary Resolution divide amongst the Shareholders in specie or kind the whole or any part of the assets of the Company (whether they shall consist of property of the same kind or not) and may, for such purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Shareholders or different Classes. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the Shareholders as the liquidator, with the like sanction shall think fit, but so that no Shareholder shall be compelled to accept any assets whereon there is any liability.

AMENDMENT OF ARTICLES OF ASSOCIATION

147. Subject to the Companies Law and the rights attaching to the various Classes, the Company may at any time and from time to time by Special Resolution alter or amend these Articles in whole or in part.

CLOSING OF REGISTER OR FIXING RECORD DATE

148. For the purpose of determining those Shareholders that are entitled to receive notice of, attend or vote at any meeting of Shareholders or any adjournment thereof, or those Shareholders that are entitled to receive payment of any dividend, or in order to make a determination as to who is a Shareholder for any other purpose, the Directors may provide that the Register shall be closed for transfers for a stated period which shall not exceed in any case 40 days. If the Register shall be so closed for the purpose of determining those Shareholders that are entitled to receive notice of, attend or vote at a meeting of Shareholders the Register shall be so closed for at least ten days immediately preceding

such meeting and the record date for such determination shall be the date of the closure of the Register.

149. In lieu of or apart from closing the Register, the Directors may fix in advance a date as the record date for any such determination of those Shareholders that are entitled to receive notice of, attend or vote at a meeting of the Shareholders and for the purpose of determining those Shareholders that are entitled to receive payment of any dividend the Directors may, at or within 90 days prior to the date of declaration of such dividend, fix a subsequent date as the record date for such determination.
150. If the Register is not so closed and no record date is fixed for the determination of those Shareholders entitled to receive notice of, attend or vote at a meeting of Shareholders or those Shareholders that are entitled to receive payment of a dividend, the date on which notice of the meeting is posted 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 Shareholders. When a determination of those Shareholders that are entitled to receive notice of, attend or vote at a meeting of Shareholders has been made as provided in this Article, such determination shall apply to any adjournment thereof.

REGISTRATION BY WAY OF CONTINUATION

151. The Company may by Special Resolution 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.

MERGERS AND CONSOLIDATION

152. The Company may merge or consolidate in accordance with the Companies Law.
153. To the extent required by the Companies Law, the Company may by Special Resolution resolve to merge or consolidate the Company.

DISCLOSURE

154. The Directors, or any authorised service providers (including the Officers, the Secretary and the registered office agent of the Company), shall be entitled to disclose to any regulatory or judicial authority, or to any stock exchange on which the Shares may from time to time be listed, any information regarding the affairs of the Company including, without limitation, information contained in the Register and books of the Company.