

CERTIFIED TRUE COPY
PAN ASIA BANKING CORPORATION PLC

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Company Secretary

Articles of Association

of

PAN ASIA BANKING CORPORATION PLC

ARTICLES OF ASSOCIATION

OF

PAN ASIA BANKING CORPORATION PLC

1. (i) The Rules contained in the First Schedule to the Companies Act No.7 of 2007, shall not apply to the Company which shall be governed by the provisions contained in these Articles of Association subject however to repeal, alteration or addition by Special Resolution. Notwithstanding anything to the contrary, in the event of there being any conflict in the provisions contained herein and the substantive provisions as set out in the Companies Act or in the event of these Articles being silent on any matter, the provisions if any, in the said Companies Act in relation thereto, shall apply to the Company. First Schedule not to apply.
- (ii) Notwithstanding anything to the contrary contained herein, the provisions of these presents shall always be subject to the Monetary Law Act No. 58 of 1949 and the Banking Act No.30 of 1988 (as amended) and any amendments and/or modifications thereto together with any regulations, orders, directions, determinations and guidelines issued from time to time thereunder and the provisions of the Banking Act shall at all times supersede the provisions of any other law in force for the time being concerning the Company. Banking Act to prevail

INTERPRETATION

2. In these presents, if not inconsistent with the subject or context, the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof: - Interpretation

WORDS

MEANINGS

The Company	PAN ASIA BANKING CORPORATION PLC
The Act	The Companies Act No.07 of 2007 and all amendments thereto including all regulations made there under.
The statutes	The Companies Act No. 07 of 2007, Monetary Law Act No. 58 of 1949 and the Banking Act No. 30 of 1988 (as amended) including all regulations orders, directions, determinations and guidelines issued from time to time made, guidelines and directions issued there under and every other Act for the time being in force concerning companies and affecting the company;
These Presents	These Articles of Association as from time to time altered by special resolution;

Listing Rules	Rules for the time being in force of the Colombo Stock Exchange and/or the Central Depository Systems (Pvt) Ltd, and amendments thereto.
Special Resolution Extraordinary Resolution	The meanings assigned thereto respectively by the Act
The Directors	The Directors for the time being of the Company including (where the context so admits or requires) Alternate Directors;
Chairman	Chairman of the Board of Directors.
The Board	The Directors of the Company acting collectively at meetings of the Directors that have been properly convened constituted and conducted.
Office	The registered office of the Company for the time being;
Seal	The common seal of the Company;
Month	Calendar month;
Year	Calendar year;
In writing	Written or produced by any substitute for writing, or partly one and partly another;
Dividend	The meaning assigned thereto in the Act;
Paid up	Paid up or credited as paid up;
The Registrar	The Registrar General of Companies, as defined in the Act and amendments thereto.
Distributions	The meaning assigned thereto in the Act and shall also include an issue of shares made by way of a capitalization of Reserves.
Ordinary Shares	Voting and Non Voting shares.
Shareholder	The meaning assigned thereto in the Act.

The expressions 'debenture' and 'debenture holder' shall include 'debenture-stock' and 'debenture-stockholder' and the expression 'the secretary' shall include any individual appointed by the board to perform any of the duties of the secretary, as per the statutes.

Words importing the singular number only shall include the plural and vice versa, and words importing the masculine gender shall include the feminine gender, and words importing persons shall include corporations and companies.

Save as aforesaid any words or expressions defined in the Act shall, if not inconsistent with the subject or context bear the same meaning in these presents.

The marginal notes are inserted for convenience only and shall not affect the construction of these presents.

3. OBJECTS OF THE COMPANY

- (1) To carry on Banking business and in particular the business of accepting deposits of money subject to withdrawal on demand by cheque, draft order or otherwise and to open, maintain and manage deposit, savings and other similar accounts and use of such funds either in whole or in part for advances, investments and any other operations either authorized by law or by customary banking practices as detailed below. Objects of the Company
- (2) To carry on the business of borrowing, raising or taking up of money, lending or advancing of money either upon or without security, the drawing, making, accepting, discounting, buying, selling, collecting and dealing in bills of exchange, hoondees, promissory notes, coupons, drafts, bills of lading, railway receipts, warrants, debentures certificates, scripts and other instruments and securities whether transferable, negotiable or not, the granting and issuing of letters of credit, traveler's cheques and circular notes, the buying, selling and dealing in bullion specie, the buying and selling of foreign exchange, including foreign bank notes, acquiring, holding, issuing on commission, underwriting and dealing in stock, funds, shares, debentures, debenture stock, bonds, obligations securities and investments of all kinds, the purchasing and selling of bonds scripts or other forms of securities on behalf of constituents or others, the negotiating of loans and advances, the receiving of all kinds of bonds, scripts or valuables on deposit, or for safe custody or otherwise and the carrying on of the business of safe deposits the collecting and transmitting of money and securities.
- (3) To carry on the business of contracting for public and private loans and negotiating and issuing the same.
- (4) To carry on the business of promoting, effecting, insuring, guaranteeing, underwriting, participating in managing and carrying out of any issue, public or private or state or municipal or other loans or of shares, stock debentures, or debenture stock of any company, corporation or association and the lending of money for the purpose of any such issue.
- (5) To carry on and transact every kind of guarantee and indemnity business.
- (6) To carry on the business of promoting or financing or assisting in promoting or financing any business undertaking or industry either existing or new and developing or forming the same either through the instrumentality of syndicates or otherwise.
- (7) To provide medium and long-term credit for development.
- (8) To undertake and execute trusts.
- (9) To undertake and administer estates as executors, trustees or otherwise.
- (10) To engage in the business of hire – purchase services, factoring, leasing and warehousing.
- (11) To carry on the business of acting as agents for Government or local authorities or for any other person or persons.

- (12) To carry on agency business of any description other than the business of a managing agent of any company, which is not a banking company, but including the clearing and forwarding of goods the power to act as attorneys and to give discharges and receipts.
- (13) To engage in management consultancy services and other technical support services ancillary to the Banking business.
- (14) To acquire by purchase, lease or exchange, hire or otherwise of any property movable or immovable and any right of privilege which the company may think necessary or convenient to acquire or the acquisition of which in the opinion of the company is likely to facilitate the realization of any securities held by the company or to prevent or diminish any apprehended loss or liability.
- (15) To manage, sell and realize all property movable and immovable which may come into the possession of the company in satisfaction or part satisfaction of its claims.
- (16) To acquire and hold and generally deal with any property and any right, title or interest in any property movable or immovable which may from the security or part of the security for any loans or advances or which may be connected with any such security.
- (17) To take or otherwise acquire and hold shares in any other company having objects similar to those of the company.
- (18) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the company or the dependants or connections of such persons, to grant pensions and allowances and making payments towards insurance, subscribe or guarantee moneys for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.
- (19) To acquire, construct, maintain and alter any building or works necessary or convenient for the purposes of the company.
- (20) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, or turn to account or otherwise deal with all or any part of the property and rights of the company.
- (21) To acquire and/ or undertake the whole or any part of the business of any person or company when such business is of a nature enumerated or described in the Banking Act No.30 of 1988 (as amended).
- (22) To do all such other things as are incidental or conducive to the promotion or advancement of the business of the company.
- (23) Any other business which the Monetary Board may authorize a licensed commercial bank to engage in.
- (24) To conduct research and to provide for the training in banking, accounting, valuation, project and credit appraisal and allied subjects.
- (25) To participate in and/or assist any activity contributory towards the socio-economic and cultural advancement of the community.
- (26) To carry on any other form of business as may be authorized by the Banking Act No. 30 of 1988 (as amended) and / or referred to in schedule II of the said Banking Act.

- (27) Subject to the provisions of the statutes to establish and carry on the business of banking in other parts of the world as branches of or affiliated to the Company or independently, in furtherance of the objects of the company.
- (28) Subject to the provisions of the Statutes the Registered office of the Company shall be at such place as the Board from time to time decides.

SHARES

- 4. (i) The Company shall have shares which, subject to the provisions of the Statutes, shall be allotted and issued or otherwise dealt with in the manner hereinafter provided. The shares may be divided in to several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital or voting or otherwise. Shares

Except so far as otherwise provided by the conditions of issue or by these Presents, any new shares shall be regarded as if the same was subject to the provisions of these Presents with reference to the payment of calls, transfer, transmission, forfeiture, lien or otherwise.

- (ii) The shares of the Company shall not have a nominal or par value. No par value
- (iii) Subject to the provisions of the statutes the shares of the company shall be at the disposal of the board and they may allot, and issue grant options over or otherwise deal with or dispose of the shares to such persons and generally on such terms and conditions as the Board thinks proper. New Issue of Shares

To provide for the participation of the employees of the company in the equity of the company and to limit such participation to their tenure of employment.

The Board shall in any issue of new shares ignore any fractions accruing thereto unless otherwise provided for in these Presents or in the terms of issue of any particular class of shares. Fractions

- (iv) The Shares of the Company shall confer on the holder thereof a preemptive right to any new issue of shares of that class unless the Shareholders resolve otherwise by way of an Ordinary Resolution. pre-emption rights
- (v) Where the Company proposes to take action which affects the rights attached to a share within the meaning of the Act, the action may not be taken unless it is approved by a Special Resolution of each Interest Group, as defined in the Act. Approval of Interest Groups

To every meeting of an Interest Group all the provisions of these presents relating to General Meetings of the Company or to the proceedings thereat shall, *mutatis mutandis* apply. Meetings of Interest Groups

- 5. (i) Unless otherwise determined by the terms of issue of such shares, the Company's shares shall confer on the holder thereof: Rights Conferred by shares.
 - (a) The right to one (1) vote on a poll at a meeting of the Company on any resolution;
 - (b) The right to an equal share in dividends paid by the Company; and
 - (c) The right to an equal share in the distribution of the surplus assets of the Company on liquidation.

- (ii) The preference shares shall not be entitled to voting rights and on a winding up of the Company, the holders of such shares shall be entitled to a return of their investment as determined by the Board and shall have the right to participate in dividends. Preference shares
6. (i) The Company may purchase or otherwise acquire any of its own shares in accordance with the provisions of the Act or otherwise in accordance with the terms of an order of Court made pursuant to the provisions of the Act. Power to acquire own shares
- (ii) Any issued share of the Company (unless otherwise provided for in the terms of issue) may be redeemed by the Company at the option of: Power to redeem Shares.
- (a) the Company; or
- (b) the holder of the share; or
- (c) on a date specified in the terms of issue and included in these Presents
- and for a consideration to be determined in the manner set out in the Act.
7. (i) Company may by Special resolution: -
- (a) Consolidate all or any of its shares issued at the time, with the objective of reducing the number of shares in issue; Power to consolidate and subdivide shares.
- (b) Subdivide (split) all or any of its shares issued at the time, with the objective of increasing the number of shares in issue.
- (ii) The Company may by Special Resolution reduce its capital in such manner as authorized by the Statutes. Reduction of Capital
8. The Company may, subject to the provisions of the Act pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the company or procuring or agreeing to procure subscription (whether absolute or conditional) for any shares in the company but so that if the commission shall be paid or payable out of capital, the statutory conditions and requirements if any in relation there to shall be observed and complied with and the commission shall not exceed ten percent (10%) of the value of the shares in each case subscribed or to be subscribed. Such commission may be satisfied in whole or in part by the allotment (if so agreed) of fully or partly paid shares. The Company may also on any issue of shares pay such brokerage as may be lawful. Power to pay commission and brokerage
9. Except as required by law no person shall be recognized by the company as holding any share upon any trust, and the company shall not be bound by or compelled in any way to recognize any equitable contingent, future or partial interest in any share, or any interest in any fractional part of a share, or (except only as by these presents or by law otherwise provided) any other rights in respect of any share except an absolute right to the entirety thereof in the registered holder, or in the case of a share warrant in the bearer of the warrant for the time being. Exclusion of equities
10. (i) The Company with respect to fully paid up shares, may issue warrants (herein called share warrants) stating that the bearer is entitled to the shares therein specified, and may provide by coupons or otherwise for the payment of future dividends on the shares included in such warrants. Issue of Share Warrants
- The Board may determine, and from time to time vary, the conditions upon which share warrants shall be issued, and in particular, upon which a new share warrant or coupon will Conditions of Issue

be issued in the place of one worn out, defaced, lost or destroyed, upon which the bearer of a share warrant shall be entitled to attend and vote at General Meetings and upon which a share warrant may be surrendered and the name of the holder entered in the register in respect of the shares therein specified. Subject to such conditions, and to the provisions of the Statutes and these Presents, the bearer of a share warrant shall be a Shareholder to the full extent. The holder of a share warrant shall be subject to the conditions for the time being in force whether made before or after the issue of such warrants.

- (ii) The Company may also issue warrants which give the holder thereof the right to purchase any securities of the Company in such manner as is provided for in the Listing Rules of the Colombo Stock Exchange.

CERTIFICATES

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| <p>11. (i) Every Shareholder and every Debenture-holder shall be entitled without payment to receive within two (2) months from the date of allotment of shares or debentures or debenture-stock as the case may be or the lodgment of a valid transfer of shares or debentures or debenture-stock (or within such other period as the terms of issue shall provide or in the case of shares or debentures quoted on the Colombo Stock Exchange within such period as may be stipulated by the Colombo Stock Exchange) one (1) certificate for all his shares of any one class or debentures or debenture-stock and upon payment for every certificate after the first, of such sum as the Directors shall from time to time determine, several certificates, each for one or more of his shares of any one class or debentures or debenture-stock.</p> | <p>Issue of certificates</p> |
| <p>(ii) Where a Shareholder or Debenture-holder transfers only a part of the shares or debentures comprised in a certificate, the old certificate shall be cancelled and a new certificate for the balance of such shares or debentures shall be issued in lieu without charge unless the terms of issue of such shares or debentures provide otherwise.</p> | <p>Transfer of a part of shares</p> |
| <p>(iii) The Company shall not be bound to register more than three (3) persons as the joint-holders of any shares (except in the case of the executors, administrators, trustees or the heirs of a deceased Shareholder). In the case of a share held jointly by several persons the Company shall not be bound to issue more than one (1) certificate therefore and delivery of a certificate to one (1) of such persons or his duly authorized representative shall be sufficient delivery to all.</p> | <p>Joint holders of shares</p> |
| <p>(iv) (a) Every certificate issued by the Company for shares, debentures or certificates representing any other form of security shall be executed by any one (1) Director and the Secretary and shall specify the shares or debentures (as the case may be) to which it relates.</p> <p style="padding-left: 40px;">(b) Where the Directors so resolve, one (1) of the aforesaid signatures upon share or debenture certificates issued by the Company according to the provision of these presents, may, with the approval and subject to the control of the Auditors, transfer auditors or bankers of the Company, be in the form of an autographic signature stamped or printed or impressed thereon.</p> | <p>Execution of certificates</p> |
| <p>(v) If a share or debenture certificate be defaced, lost or destroyed it may be renewed on payment of such fee (if any) as may be determined by the Directors from time to time and on such terms (if any) as to evidence and indemnity and the payment of out-of-pocket expenses of the Company in investigating evidence as the Board thinks fit unless the terms of issue of such shares or debentures otherwise provide.</p> | <p>Renewal of certificates</p> |

CALLS ON SHARES

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| 12. | The Board may from time to time make calls upon the shareholders by written notice in respect of any moneys unpaid on their shares and not by the terms of issue thereof made payable at fixed times provided that no call on any share shall exceed one fourth (1/4 th) of the consideration payable on the share or be payable at less than two months from the date fixed for the payment of the last preceding call and each shareholder shall subject to at least thirty (30) days' notice being given specifying the time or times and place of payment pay to the company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed as the Board may determine. A call may be payable in installments if so determined by the Board. | Calls |
| 13. | A call shall be deemed to have been made at the time when the resolution of the Board authorizing the call was passed and may be made payable in installments, as communicated to the shareholders in writing. | Time when made |
| 14. | The joint-holders of a share shall be jointly and severally liable to pay all calls in respect thereof. | Liability of joint holders |
| 15. (i) | 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 on that sum from the day appointed for payment thereof to the time of actual payment at such rate, (not exceeding ten per centum (10%) per annum) as the Board may determine, at the time of issue of such shares but the Board shall be at liberty to waive payment of such interest wholly or in part. | Interest on calls |
| (ii) | Any sum which by the terms of issue of a share becomes payable upon allotment or on any fixed date shall for all the purposes of these presents be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same becomes payable, and in case of non-payment all the relevant provisions of these presents as to payment of interest and expenses, forfeiture or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified. | Deemed calls/application of Articles |
| (iii) | The Board may, subject to the provisions of the Act and these presents on any issue of shares, differentiate between the holders as to the amount of calls to be paid and the time of payment. | Power to differentiate |
| (iv) | The Board 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 the shares held by him, and such payment in advance of calls shall extinguish so far as the same shall extend, the liability upon the shares in respect of which it is made. In respect of the money so received or so much thereof as from time to time exceeds the amount of the calls then made upon the shares concerned, the Company may pay interest at such rate as the shareholder paying such sum in advance and the Board agree upon. | Calls in advance |
| (v) | No shareholder shall be entitled to receive any dividend or to be present or vote at any meeting or upon a poll, or to exercise any privilege as a shareholder, until all calls for the time being due and payable on every share held by him, whether alone or jointly with any other person, together with interest and expenses (if any) have been paid. | Loss of Rights on non payment of calls |
| (vi) | The Board may retain out of the amount of any dividend declared on the shares such sum not exceeding ten per centum (10%) of such dividend and place such sum as may be | Retention of amounts due from dividends for non payment of calls |

retained in a special account to the credit of each shareholder until the reserve liability of the shareholder on the balances due on such share is met, whereupon such retention shall cease.

The Board shall on the amount retained as aforesaid, credit interest at a rate to be determined by the Board until the amount retained together with the interest credited as aforesaid reaches the shareholder's reserve liability after which any interest accruing on the amount retained shall, unless otherwise agreed, be paid out to the shareholder concerned.

Upon the sale, transfer or transmission of any shares the amount retained and credited to the shareholder in such special account shall automatically pass to his successor in title to the shares.

FORFEITURE AND LIEN

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| 16. (i) | If a shareholder fails to pay in full any call or installment of a call on the day appointed for payment thereof, the Board may at any time thereafter issue a notice in writing on him requiring payment of so much of the call or installment as is unpaid together with any interest and expenses which may have accrued. | Board to issue notice on failure to pay call |
| (ii) | The notice shall name a further day (not being less than twenty eight days (28) from the date of the notice) on or before which and the place where the payment required by the notice is to be made and shall state that in the event of nonpayment in accordance therewith the shares on which the call was made will be liable to be forfeited. | Contents of the notice |
| 17. | If the requirements of any such notice as aforesaid are not complied with any share in respect of which such notice has been given may at any time thereafter but before payment of all calls and interest and expenses due in respect thereof has been made be forfeited by a resolution of the Board to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited share and not actually paid before forfeiture. | Forfeiture on non-compliance with notice |
| | The Board may accept a surrender of any share liable to be forfeited hereunder. | Surrender in lieu of forfeiture |
| 18. | A share so forfeited or surrendered shall become the property of the company and the Board may sell re-allot or otherwise dispose of, either to the person who was before such forfeiture or surrender the holder thereof or entitled thereto or to any other person, upon such terms and in such manner as the Board shall think fit and at any time before a sale, re-allotment or disposal the forfeiture or surrender may be cancelled on such terms as the Board thinks fit. The Board may, if necessary authorize some person to transfer a forfeited or surrendered share to any such other person as aforesaid. | Sale of Share forfeited or surrendered |
| 19. | A shareholder whose shares have been forfeited or surrendered shall cease to be a shareholder in respect of the shares, but shall notwithstanding the forfeiture or surrender remain liable to pay to the company all moneys which at the date of forfeiture or surrender were presently payable by him to the company in respect of the shares, with interest thereon at such rate as the Board may approve from the date of forfeiture or surrender until payment but the Board may waive payment of such interest either wholly or in part. | Liabilities of a shareholder whose shares have been forfeited or surrendered |

20. (i) The company shall have a first and paramount lien on every share (not being a fully paid share) for all moneys, whether presently payable or not, called or payable at a fixed time in respect of such share; and the company shall also have a first and paramount lien and charge on all shares (other than fully paid shares) standing registered in the name of any shareholder either alone or jointly for all the debts and liabilities of such shareholder or his estate to the company and that whether the same shall have been incurred before or after notice to the company of any equitable or other interest in any person other than such shareholder and whether the period for the payment or discharge of the same shall have actually arrived or not, and notwithstanding that the same are joint debts or liabilities of such shareholder or his estate and any other person whether a shareholder of the Company or not. The Company's lien (if any) on a share shall extend to all dividends payable thereon. The Board may resolve that any share shall for some specified period be exempt from the provisions of this Article. Company's lien
- (ii) The Company may sell in such manner as the Board thinks fit any share on which the company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable nor until the expiration of fourteen days (14) after notice in writing stating and demanding payment of the sum presently payable and giving notice of intention to sell in default, shall have been given to the holder for the time being of the share or the person entitled thereto by reason of his death or bankruptcy. Sale of shares subject to lien
- (iii) The net proceeds of such sale after payment of the costs of such sale be applied in or towards payment or satisfaction of the debt or liability in respect whereof the lien exists, so far as the same is presently payable and any residue shall (subject to a like lien for debts or liabilities not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the time of the sale. To give effect to any such sale the Board may authorize some person to transfer the shares sold to the purchaser. Application of proceeds of such sale
21. A declaration in writing under oath or affirmation that the declarant is a director of the company and that a share has been duly forfeited or surrendered or sold to satisfy a lien of the company on a date stated in the declaration shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share, and such declaration and the receipt of the company for the consideration (if any) given for the share on the sale, re-allotment or disposal thereof, together with the certificate of proprietorship of the share duly signed and delivered to a purchaser or allottee thereof shall (subject to the execution of a transfer if the same be required) constitute a good title to the share and the person to whom the share is sold, re-allotted or disposed of 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 share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, surrender, sale, re-allotment or disposal of the share. Title to shares forfeited or surrendered or sold to satisfy a lien
22. The provisions of these presents as to forfeiture shall apply in the case of non-payment of any sum which by the terms of issue of a share, becomes payable at a fixed time, on account of the consideration payable on the share, as if the same had been payable by virtue of a call duly made and notified. Forfeiture for non-payment of installments

TRANSFER OF SHARES

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| 23. | Subject to such restrictions or otherwise in these presents as may be applicable, any shareholder may transfer all or any of his shares by an instrument in writing in any usual or common form or in any other form which the Board may approve and such transfer form shall be signed by both the transferor and the transferee and shall be left at the office accompanied by the certificate of the shares to be transferred and such other evidence (if any) as the Board may require to prove the title of the transferor or his right to transfer the shares. The instrument of transfer must be in respect of only one class of shares. When registered the instrument of transfer shall be retained by the Company. | Form of transfer |
| 24. | The instrument of transfer of a share shall be signed by or on behalf of the transferor and the transferee and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect thereof. | Execution |
| 25. | Notwithstanding anything to the contrary contained in the Articles of Association of the Company, so long as the Shares of the Company are listed on the Colombo Stock Exchange, the Company shall comply with the rules of the Colombo Stock Exchange and the Central Depository System, which shall be in force from time to time. | Listing Rules of the Colombo Stock Exchange to prevail. |
| 26. | Notwithstanding any provisions to the contrary contained in these Articles, so long as the shares of the Company are quoted on the Colombo Stock Exchange, the shares so quoted shall be freely transferable and the registration of transfer of such quoted shares shall not be subject to any restriction, save and except to the extent required for compliance with statutory requirements. | Listed shares to be freely transferable |
| 27. | The Board may in their absolute discretion and without assigning any reason therefore, decline to register any transfer of shares (not being fully paid shares) to a person of whom the Board shall not approve and it may also decline to register any transfer of shares (not being fully paid shares) on which the company has a lien. If the Board refuses to register a transfer the Board shall within two months from the date on which the transfer was lodged with the Company send to the transferee notice of the refusal or where such shares are listed on the Colombo Stock Exchange. The Board shall within such period as stipulated by the Colombo Stock Exchange send the notice of refusal to such persons as stipulated by the Listing rules of the Colombo Stock Exchange. | Board's power to refuse registration

Notice of Refusal |

REGISTRATION OF TRANSFERS

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| 28. | The Board may (without prejudice to the powers conferred on it by these presents) by such means as the Board shall deem expedient authorize the registration of transfers or transmissions of shares without the necessity of any meeting of the Board for that purpose. | Registration without meeting |
| 29. | Upon such notice as may be required by the statutes the registration of transfers may be suspended and the Register of shareholders closed at such time and for such periods as the Board may from time to time determine; Provided always that such registration shall neither be suspended nor the Register of shareholders closed for time or times exceeding in the whole thirty (30) working days in each year. | Suspension of Registration and closure of the share register |

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| 30. | There shall be paid to the Company in respect of the registration of any probate, letters of administration, certificate of marriage or death, power of attorney, or other document relating to or affecting the title to any shares or for making any entry in the Register of shareholders affecting the title to any share, such fee, as the Board may from time to time require or prescribe. | Fee for registration of probate and other documents |
| 31. | Nothing herein contained shall preclude the Board from recognizing a renunciation of the allotment of any share by the allottee thereof in favour of some other person. | Renunciation of allotment |

TRANSMISSION OF SHARES

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| 32. | In the case of the death of a shareholder the survivor or survivors where the deceased was a joint-holder, and the executors or administrators of the deceased where he was the sole or only surviving holder or the legal heirs shall be the only persons recognized by the Company as having any title to his shares but nothing herein contained shall release the estate of a deceased holder (whether sole or joint) from any liability in respect of any share solely or jointly held by him. | Transmission on death |
| 33. | Any person becoming entitled to shares in consequence of the death or bankruptcy of any shareholder , upon producing proper evidence of the grant or probate or letters of administration or such other evidence that he sustains the character in respect of which he proposes to act under this Article or of his title as the Board think sufficient, may upon making a request in writing to the company and with the consent of the Board be registered as a shareholder in respect of such shares, or may, subject to the regulations as to transfers hereinbefore contained, transfer such shares. The Board shall have the same right to refuse to register a person entitled to any shares by transmission in terms of this Article or his nominee as if he were the transferee named in an ordinary transfer presented for registration. | Registration of executors, etc

Board's power of refusal to register |
| 34. | A person becoming entitled to a share in consequence of the death or bankruptcy of a shareholder may give a discharge for all dividends in cash or kind and other moneys payable in respect of the shares, but he shall not be entitled in respect thereof to exercise any right conferred by being a shareholder in relation to meetings of the Company or, save as otherwise provided by or in accordance with these presents to any of the rights or privileges of a shareholder until he shall have become a shareholder in respect of the share. | Rights of Unregistered executors, etc |

GENERAL MEETINGS

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| 35. (i) | The Company shall in each calendar year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year. The Annual General Meeting shall be held not later than Six (06) months after the balance sheet date of the Company and not more than fifteen (15) months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and places the Board shall appoint. | Annual General Meeting |
| (ii) | The Company need not hold an Annual General Meeting in a given calendar year if everything required to be done at the Meeting (by resolution or otherwise) is done by a resolution in writing as provided for in Article 38(i) of these Presents. | Resolutions in writing |

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| 36. | All General Meetings other than Annual General Meetings shall be called Extra Ordinary General Meetings. The Board may whenever it thinks fit convene an Extraordinary General Meeting. | Extraordinary General Meeting |
| 37. | The Board shall, on the requisition of the holders holding (at the date of the deposit of the requisition) shares which carry not less than (10%) ten per centum of the votes which may be cast on an issue, and upon which all calls or other sums then due have been paid forthwith proceed to convene an Extraordinary General Meeting of the Company to consider and vote on that issue in accordance with the provisions of the Act in relation thereto. | Requisition of an Extra Ordinary General Meeting |
| 38. | <p>(i) A resolution in writing signed by not less than eighty-five per centum (85%) of all the Shareholders entitled to vote on the Resolution at a Meeting of the Shareholders, who together hold not less than eighty-five per centum (85%) of the votes entitled to be cast on that resolution, shall be as valid as if it had been passed at a Meeting of those Shareholders. Such a resolution may be constituted of several documents in the like form inclusive of facsimile or electronically generated copies thereof signed by one or more of the Shareholders, which together shall be deemed to constitute one document for the purposes hereof.</p> <p>(ii) The Company shall within five (5) working days of a resolution in writing being passed under this Article send a copy thereof to every Shareholder who did not sign such resolution.</p> | <p>Resolutions in writing of Shareholders</p> <p>Rights of Shareholders who did not sign</p> |

NOTICE OF GENERAL MEETINGS

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| 39. | <p>An Annual General Meeting and any General Meeting at which it is proposed to pass a special resolution or (save as otherwise provided by the Act) a resolution of which special notice is required by these presents to be given to the company shall be called by Fifteen working (15) days' notice in writing at the least, and any other general meeting by ten (10) working days notice in writing at the least, (exclusive in each case of the day on which it is served or deemed to be served and of the day for which it is given) given in the manner herein after mentioned to such shareholders as are under the provisions of these presents entitled to receive such notice from the Company and to the Auditors; provided that a General Meeting notwithstanding that it has been called by a shorter notice than that specified above shall be deemed to have been duly called if it is so agreed -</p> <p style="margin-left: 40px;">(i) in the case of an Annual General Meeting, by all the shareholders entitled to attend and vote thereat; and</p> <p style="margin-left: 40px;">(ii) in the case of any other meeting by the shareholders having the right to attend and vote at the meetings being shareholders together holding shares which carry not less than ninety five percent (95%) of the voting rights on each issue to be considered and voted on at that meeting.</p> | <p>Notice</p> <p>Short Notice</p> |
| 40. | <p>Notice of Meetings shall be served in the manner provided for in these presents and shall be served on</p> <p style="margin-left: 40px;">(i) every Shareholder of the Company entitled to receive such notices from the Company other than Shareholders who (having no registered address within Sri Lanka) have not supplied to the Company an address within Sri Lanka for the giving of notices to them;</p> | <p>Serving of Notice</p> |

- (ii) every person upon whom the ownership of a share devolves by reason of his being a legal representative or trustee in bankruptcy or insolvency of a Shareholder where the Shareholder but for his death or bankruptcy would be entitled to receive notice of the Meeting;
- (iii) the Directors; and
- (iv) the Auditors for the time being of the Company,

in the manner provided for in these Presents. No other person shall be entitled to receive notices of General Meetings.

- 41. The accidental omission to give notice to, or the non-receipt of notice by any person entitled thereto shall not invalidate the proceedings at any General Meeting. Omission or non-receipt of notice
- 42. Every notice calling a general meeting shall specify the place, the day and hour of the meeting and there shall appear with reasonable prominence in every such notice a statement that a shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a shareholder of the company. Contents of notice
 - (i) In the case of an Annual General Meeting, the notice shall also specify the meeting as such.
 - (ii) The notice shall specify;
 - (a) The nature of the business to be transacted at the meeting in sufficient detail to enable a shareholder to form a reasoned judgment in relation there to: and
 - (b) the text of any resolution to be submitted to the meeting and if any resolution is to be proposed as a special resolution, the notice shall contain a statement to that effect.
- 43. Routine business shall mean and include only business transacted at any Annual General Meeting of the following classes that is to say, Routine Business
 - (i) the declaration of dividends;
 - (ii) the consideration of the balance sheet, the reports of the directors and of the auditors, and other accounts and documents that may be required to be annexed to the balance sheet;
 - (iii) the appointment of auditors and the fixing of the remuneration of the auditors or determining the manner in which such remuneration is to be fixed;
 - (iv) the election of directors in the place of those retiring by rotation or otherwise.
 - (v) approving donations
 - (vi) the approval of any special payments/benefits made to directors at their retirement in addition to normal remuneration.

44. Any irregularity in a notice of meeting is waived if:
- (i) all the Shareholders entitled to attend and vote at the Meeting attend the meeting without protest as to the irregularity; or
 - (ii) all such Shareholders agree to the waiver.
- Waiver of any irregularity in the notice

PROCEEDINGS AT GENERAL MEETINGS

45. A General Meeting of the Company may determine its own procedure to the extent that it is not governed by these Presents.
- General Meeting to determine Procedure
46. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Five (5) shareholders present in person or by proxy or attorney or in the case of a corporation by a representative duly authorized holding or representing not less than ten per centum (10%) of the total voting rights of all shareholders having the right to vote at the meeting, shall be a quorum for all purpose.
- Quorum
47. If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened on 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 or to such other day and at such other time and place as the Chairman of the meeting may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the shareholders present [if more than one(01)] shall be a quorum for all purpose.
- Adjournment/ dissolution if quorum not present
48. A resolution passed at an adjourned General Meeting of the Company shall for all purposes be treated as having been passed on the date on which it was in fact passed, and shall not be deemed to have been passed on any earlier date.
- Resolution of adjourned Meeting
49. The Chairman or in his absence the Deputy Chairman of the Board shall preside as Chairman at every General Meeting. If there be no such Chairman or Deputy Chairman or if at any meeting he be not present within fifteen (15) minutes after the time appointed for the holding of the meeting or be unwilling to act, the Directors present shall choose one of their number to be Chairman of the meeting.
- Chairman /Deputy Chairman
- If no Directors be present or if all the Directors present decline to take the chair, or if there be an equality of votes of the Directors, the shareholders present shall elect by a poll one of their number present to be Chairman of the meeting. If there be an equality of votes of the shareholders with regard to the election of the chairman of the meeting, the meeting shall stand adjourned to the same day in the next week, at the same time and place or to such other day and at such other time and place as the Directors may determine and if at such adjourned meeting a chairman is not elected the meeting shall be dissolved.
- Adjournment
50. The Chairman of the meeting may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days (30) or more notice of the adjourned meeting shall be given as in the case of an 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.
- Adjournment
Notice of adjournment

51.	At any General Meeting a resolution put to the vote of the meeting shall be decided by whichever of the following methods as determined by the chairman of the meeting:	Method of voting
	(i) Voting by voice; or	
	(ii) Voting by show of hands.	
	unless a poll is (before or on the declaration of the result on a vote by voice or on a show of hands) demanded by: -	
	(i) the Chairman of the meeting ;or	
	(ii) not less than five (05) shareholders present in person or by proxy or attorney or authorized representative and entitled to vote at the meeting; or	Demand for a poll
	(iii) a shareholder or shareholders present in person or by proxy or attorney or authorized representative and representing not less than ten per centum (10%) of the total voting rights of all shareholders having the right to vote at the meeting;	Who may demand poll
52.	A demand for a poll may be withdrawn.	Withdrawal of demand
	(i) Unless a poll be demanded (and the demand be not withdrawn) a declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously or by a requisite majority or lost, and an entry to that effect in the minute book, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded for or against such resolution.	Declaration by Chairman
	(ii) The declaration of the Chairman on a vote on a show of hands, shall reflect the votes received on such vote on a show of hands as well as of the votes of the proxies that have been received in respect of the particular resolution.	Proxy votes to be counted in declaring the result on a vote on a show of hands
53.	If a poll is duly demanded (and the demand be not withdrawn) it shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman of the meeting may direct and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman may (and if so requested shall) appoint scrutinizers and may adjourn the meeting to some place and time fixed by him for the purpose of taking and declaring the result of the poll.	How poll is to be taken
54.	In the case of an equality of votes, whether on a vote by voice or by a show of hands or on a poll, the Chairman of the meeting at which the vote by voice or by a show of hands takes place or at which the poll is taken shall be entitled to a second or casting vote.	Chairman's casting vote
55.	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 either immediately or at such subsequent time (not being more than thirty (30) days from the date of the meeting) and place as the Chairman may direct. No notice need be given of a poll not taken immediately.	Time for taking a poll
56.	The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.	Continuance of business after demand for poll

VOTES OF SHAREHOLDERS

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| 57. (I) | Subject to any rights or restrictions for the time being attached to any class or classes of shares on a show of hands or on a vote by voice every shareholder who being and individual is present in person by proxy by attorney or by authorized representative or being a corporation is present by an authorized representative or by proxy or attorney shall have one vote. | Votes of shareholders |
| (ii) | Subject as aforesaid, upon a poll every shareholder who is present in person or by proxy or by attorney or by an authorized representative shall be entitled to one (01) vote for each share held by him. | Voting rights on a poll |
| (iii) | In the case of joint-holders of a share the senior who tenders a vote, whether in person or by proxy or by attorney or by authorized representative, 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 name stand in the register of shareholders in respect of the joint holding. | Voting rights of joint holders |
| (iv) | A shareholder of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, whether on a vote by voice show of hands or on a poll, by his committee, curator bonis or other person in the nature of a committee or curator bonis appointed by such court, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the office not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which such person claims to vote, or in the case of a poll not less than forty eight (48) hours before the time appointed for the taking of the poll. | Voting rights of Lunatic shareholder |
| 58. | No shareholder shall be entitled to vote at a General Meeting either personally or by proxy or by attorney or by an authorized representative or to exercise any privilege as a member unless all calls or other sums presently payable by him in respect of shares in the Company have been paid. | No right to vote where a call is unpaid |
| 59. | No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive. | Qualification of voter |
| 60. | On a poll votes may be given either personally or by proxy or by attorney or by authorized representative and a person entitled to more than one (01) vote need not use all his votes or cast all the votes he uses in the same way. | Votes on a poll |
| 61. | The instrument appointing a proxy shall be in writing and | Execution of Proxies |
| (i) | in the case of an individual shall be signed by the appointor or by his attorney; and | |
| (ii) | in the case of a corporation shall be signed in such manner as is stipulated by its Articles of Association or other constitutional documents. | |
| (ii) | The Company may, but shall not be bound to, require evidence of the authority of any such attorney or officer. | |
| (iv) | A proxy need not be a member of the Company. A shareholder shall not be entitled to appoint more than one (01) proxy to attend on the same occasion. | A proxy holder need not be a shareholder |

62. The instrument appointing a proxy or a facsimile or other similarly obtained copy thereof shall be lodged and the power of attorney (if any) under which it is signed or a notarially certified copy thereof shall if required be deposited for inspection at the office in each case not less than forty eight hours (48) before the time appointed for holding the meeting or adjourned meeting, or in the case of a poll not less than twenty four (24) hours before the time appointed for the taking of the poll at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. Deposit of proxies

63. An instrument appointing a proxy shall be in the following form or in a form as near thereto as circumstances permit:- Form of Proxy

PAN ASIA BANKING CORPORATION PLC

I/We,.....of.....being a/shareholder/shareholders of the above named Company hereby appointof.....failing him.....of.....as my / our proxy to represent me / us and to vote on my / our behalf at the annual/extraordinary, (as the case may be) general meeting of the company to be held on theday of20..... and at any adjournment thereof., and at every poll which maybe taken in consequence thereof.

Signed thisday of20.....

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| 64. | (i) Any form of proxy issued by the Company may in the case of a meeting at which special business is to be transacted be so worded that a member may direct his proxy to vote either for or against any of the resolutions to be proposed. | Directions to a proxy holder |
| | (ii) The proxy shall be deemed to include the right to demand or join in demanding a poll. | Right to demand a poll |
| | (iii) An instrument appointing a proxy whether in the usual common form or not, shall, unless the contrary is stated therein be valid as well for any adjournment of the meeting as for the meeting to which it relates and need not be witnessed. | Form of proxy to be valid for adjourned meeting. |
| | (iv) A duly appointed proxy shall have the same right as his appointor to vote on a show of hands or voice and to speak at the meeting. | Rights of the Proxy holder |
| 65. | (i) A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or the revocation of the proxy or of the authority under which the proxy was executed or the transfer of the shares in respect of which the proxy is given, provided that no intimation in writing of such death, insanity, revocation or transfer shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting (or in the case of a poll before the time appointed for the taking of the poll) at which the proxy is used. | Intervening death or insanity of principal not to revoke proxy |
| | (ii) Notwithstanding anything to the contrary, in the event of the appointor of the proxy (the principal) attending the Meeting in person, the authority of the proxy to attend, vote and/or in anyway participate at the Meeting shall stand automatically cancelled and revoked. | Revocation of Proxy |

CORPORATIONS ACTING BY REPRESENTATIVES

66. Any corporation which is a shareholder of the Company may by resolution of its directors or other governing body authorize such person as it thinks fit to act as its representative at any meeting of the Company or of any class of shareholders of the Company, and the person so authorized shall be entitled to exercise the same powers on behalf of such corporation as the corporation could exercise if it were an individual shareholder of the Company.
- Authorized Representative

DIRECTORS

67. The number of Directors shall be not less than seven (07) nor more than Thirteen (13) in number. Subject to the status, the company may from time to time by ordinary resolution, increase or reduce the number of Directors.
- Number of Directors
68. The share holding qualification of a director may be fixed by the Company in General Meeting and, unless and until so fixed no qualification shall be required.
- Share Qualification of Directors
- 69.(i) The remuneration of the directors (excluding any remuneration payable under any other provisions of these presents) shall be such sum as the Board shall determine, and such remuneration shall be divided among the directors in such manner as they shall from time to time determine and shall accrue de die diem.
- Boards Power to determine Remuneration of Directors
- (ii) The Company may repay to any director all such reasonable expenses as he may incur in attending and returning from meetings of the Board or of committees of the Directors or General Meetings, or which he may otherwise incur in or about the business of the Company or may pay to any Director such allowances as the Board may think proper in respect of such expenses.
- Expenses
- (iii) Any director who serves on any committee or who otherwise performs service which in the opinion of the Board are outside the scope of the ordinary duties of a director, may be paid such extra remuneration by way of salary, percentage of profits or otherwise as the Board may determine.
- Extra remuneration
70. Subject to the statues, a Director may hold any other office or place of profit under the Company (other than the office of auditor and the Company Secretary); and he or any firm of which he is a member or any corporation of which he is a shareholder or Director may act in any capacity for the Company (other than as auditor and the Company Secretary) in conjunction with his office of director, for such period and on such terms (as to remuneration and otherwise) as the Board may determine.
- Holding of Concurrent Office.
71. (i) A director may be or become a director or other officer of or otherwise interested in any Company promoted by the Company or in which the Company may be interested as shareholder or otherwise.
- Board to utilize voting power
- (ii) Such a Director shall not be accountable for any remuneration or other benefits received by him as a director or officer of, or from his interest in, such other Company.(as the case maybe) subject to the provisions of the Act.
- (iii) The Board may utilize the voting power on any shares or securities in any such Company as aforesaid for the purpose of fixing the remuneration of such Directors in such Capacity as set out in Article 71(i) above.

- Subject to the provisions of the statutes and save as to the manner provided there under no Director shall be disqualified by his office from contracting with the Company, whether as vendor, Purchaser or otherwise. Contracts with the Company
72. Subject to the provisions of the statutes a Director notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other director is appointed to hold any office or place of profit under the company; or the Board resolves to exercise any of the rights of the Company (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of him or any other Director to hold any office or place of profit under any other company; or the Board resolves to enter into or make any arrangements with him or on his behalf pursuant to these presents, or in respect of any other Director; or the terms of any such appointment or arrangements as hereinbefore mentioned are considered, and he may vote on any such matter other than in respect of the appointment of or arrangements with himself or the fixing of the terms thereof. Directors powers to act or participate at meetings irrespective of any interest

DIRECTORS INTEREST

73. (i) A director who is in any way, whether directly or, indirectly interested in a contract or proposed contract with the Company shall forthwith declare the nature of his interest in accordance with the provisions of the Statutes. Declaration of Directors interest
- (ii) The provisions of the Act as the same are not in conflict with the provisions herein or otherwise in these presents contained and shall govern the applicable procedures in relation to transactions in which a Director of the Company is or otherwise deemed "interested". Relaxation of restrictions on voting

CHIEF EXECUTIVE OFFICER

74. (i) The Board may appoint a Chief Executive Officer of the Company and the period of service of the Chief Executive Officer will be determined by the Board of Directors at the time of appointment of the Chief Executive Officer, on such terms as it may determine. The Chief Executive Officer so appointed shall not be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors. Appointment of Chief Executive Officer
- (ii) Any person so appointed by the Board to the office of Chief Executive Officer shall be a Banker possessing professional skills and expertise.
- (iii) The Chief Executive Officer shall be entitled to and shall be a member of the Board of Directors but shall have no voting rights.
75. The Board may entrust to and confer upon the Chief Executive Officer any of the powers exercisable by the Board upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with, or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter, or vary all or any of such powers. Subject thereto and the Chief Executive Officer shall manage the banking business of the company provided that no Chief Executive Officer shall be invested with any powers or entrusted with any duties which the Board themselves could not have exercised or performed. Power of Chief Executive Officer
76. The Chief Executive Officer shall receive such remuneration, whether by way of salary, commission or participation in profits or partly in one way or another as the Board may determine. Remuneration of Chief Executive Officer

EXECUTIVE DIRECTOR/S

77. The Board may from time to time appoint one or more of their body to be an Executive Director/s (subject to the provisions of the statutes) for such period and at such remuneration and upon such terms as to the duties to be performed, the power to be exercised and all other matters as the Board may think fit, but so that no such Executive Director/s shall be vested with any powers or entrusted with any duties which the Board itself could not have exercised or performed. Appointment of Executive Director/s
78. The remuneration of such Executive Director/s may be by way of salary, commission or participation in profits or partly in one way or another, as the Board may determine. Remuneration of Executive Director/s
79. An Executive Director/s shall not while continuing to hold that office be subject to retirement by rotation and he shall not be taken in to account in determining the rotation of retirement of Directors. Such Director/s however shall, subject to the provisions of any contract between him, and the Company, be subject to the same provision as to resignation and removal as the other Directors of the Company and notwithstanding any contract between him and the Company, he should be liable to be removed under the provisions of Articles 80(v) and (viii) and Article 87 but without prejudice to any claim for damages by him under such contract. Retirement by rotation and cessation of holding Executive Office

APPOINTMENT, RETIREMENT, REMOVAL AND VACATION OF OFFICE OF DIRECTORS

80. A Director shall vacate office ipso facto on the happening of any one of the following events: Vacation of Office of Director
- (i) if he becomes prohibited by law from acting as a director;
 - (ii) Subject to the statutes, if he resigns from his office by signing a written notice of resignation which is delivered to the office of the Company such a notice shall be effective when it is received at the office of the Company or at a later time as may be specified in the notice;
 - (iii) if a receiving order is made against him or if he compounds with his creditors or is adjudicated as insolvent;
 - (iv) if he be lunatic or becomes of unsound mind;
 - (v) if he be absent from three consecutive meetings of the Board without leave and the Board resolve that his office be vacated;
 - (vi) subject to the provisions of Article 68 hereof, if he does not obtain his qualification within such period as shall be determined by the shareholders, or at any time thereafter ceases to hold his qualification; and so that a Director vacating office under these provisions shall be incapable of being reappointed a Director until he shall have obtained his qualification;
 - (vii) if he be removed from office by an ordinary resolution of the company in General Meeting before the expiration of his period of office (without prejudice to any claim by the Director for damages under any contract) under the provisions of these presents;

- (viii) if he (including the Chief Executive Officer/Executive Director/s) be requested by a majority of the Directors to resign by a notice in writing signed (without prejudice to any claim by the Director for damages under any contract);
- (ix) If he become disqualified from being a Director in terms of the Act.
81. The continuing directors may act notwithstanding any vacancies but, if and so long as the number of directors is reduced below the minimum number fixed by these presents, the continuing directors or director may act for the purpose of filling up such vacancies or of summoning General Meetings of the Company but not for any other purpose. If there be no Directors or Director able or willing to act, then any shareholder may summon a General Meeting for the purpose of appointing directors. Proceedings in case of vacancies
82. Subject to the provisions of Article 83 hereof, at each Annual General Meeting two directors for the time being shall retire from office. A director retiring at a meeting shall retain office until the close of the meeting including any adjournment thereof. Selection of Directors to retire
83. The Directors (other than the Chief Executive Officer) to retire by rotation at each Annual General Meeting shall be those who, have been longest in office since their last election or appointment but as between persons who became or were last re-elected directors on the same day the directors to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring director shall be eligible for re-election. Retirement of Directors by rotation
84. The Company at the meeting at which a director retires in manner aforesaid shall fill the vacated office by electing such retiring Director thereto, and in default the retiring director shall be deemed to have been re-elected unless:- Filling of vacated office
- (i) at such meeting it is expressly resolved not to fill such vacated office, or a resolution for the re-election of such director is put to the meeting and lost; or
- (ii) such Director has given notice in writing to the Company that he is unwilling to be re-elected or is over the age of 70; or
- (iii) the default is due to the contravention of the next following article.
85. Except as otherwise provided by the statutes, a motion for the appointment of two or more persons as directors by a single resolution shall not be made at any General Meeting unless a resolution that it shall be so made has first been agreed to at the meeting without any vote being given against it and any resolution moved in contravention of this provision shall be void. Appointment of Directors to be voted on individually
86. Without prejudice to the powers of the Directors under Article 89 of these Presents the Shareholders at the Annual General Meeting may by Ordinary Resolution appoint any person to be a Director either to fill a casual vacancy or as an additional Director, provided that: Appointment of Directors by the Company at a General Meeting
- (i) A notice in writing addressed to the Company signed by a Shareholder duly qualified to attend and vote at the Meeting (for which such notice is given) of his intention to propose a resolution for the appointment of such person, has been received by the Company not less than twenty eight (28) days before the day appointed for the Meeting; Notice of intention to appoint Director

- (ii) the Company has received an intimation in writing signed by the person to be proposed of his willingness to be so appointed; and
- (iii) such person has been recommended by the Board for appointment.

A Director so appointed shall be subject to retirement by rotation in accordance with the provisions of these Presents. Director to retire by rotation

- 87. The Company may, by ordinary resolution of which special notice has been given in accordance with the Act and subject to the Act, remove any director before the expiration of his period of his office, notwithstanding any provision of these presents or of any agreement between the company and such director, but without prejudice to any claim he may have for damages for breach of any such agreement. Removal of Director
- 88. The Company may, by ordinary resolution of which special notice has been given to the Company in accordance with the Act appoint another person in place of a Director removed from office under the last preceding Article, and any person so appointed hereunder shall be subject to retirement by rotation at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director. In default of such appointment the vacancy so arising may be filled by the board as a casual vacancy. Appointment to fill vacancy caused by removal from office
- 89. The Board shall have a power at any time and from time to time appoint any person to be a Director either to fill a casual vacancy or as an additional director, but so that the total number of directors shall not at any time exceed the maximum number fixed by these presents. Any Director so appointed shall hold office until the next Annual General Meeting and shall then be eligible for re-election but shall not be taken into account in determining the number of directors who are to retire by rotation at such meeting. The Board's power to fill casual vacancies or appoint additional Directors

PROCEEDINGS OF MEETINGS OF BOARD

- 90. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Meeting of the Board

Any irregularity in the notice of a meeting shall be waived if all the Directors attend the meeting without protest as to the irregularity or if they agree to the waiver. Waiver of irregularity in Notice

A Director may, and the Secretary on the requisition of a Director shall, at any time summon a meeting of the Board. Power to summon meetings
- 91. Notice of a meeting of the Board shall be given to all directors as per the statutes or if not applicable the period agreed to by all the Directors and such notice shall be accompanied by an agenda of the meeting (unless such agenda be incorporated in the notice itself) and all documents or copies thereof as may be relevant to the meeting. It shall not be necessary to give notice of a meeting of the Board to any Director for the time being absent from Sri Lanka. Notice of Meeting and Agenda
- 92. The Board may concurrently participate either in person or by telephone, radio, conference television or similar equivalent communication or any other form of audio or audiovisual instantaneous communication by which all persons participating in the conference are able to hear and be heard by all other participants for the dispatch of business and adjourn and otherwise regulate the conference as the Board thinks fit. All Meetings by audio or audio visual means

provisions relating to the convening of a meeting of the Board, including the giving of notice thereof and agenda, the quorum for such conference meeting and the votes to be cast shall be the same as is applicable under these Presents in relation to such Meetings.

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| 93. | A resolution passed at such conference Meeting shall notwithstanding that the Directors are not present together at one place at the time of the conference, be deemed to have been passed at a meeting of the Directors held on the day and at the time at which the conference was held and shall be deemed to have been held at the Office of the Company unless otherwise agreed, and all Directors and other persons including the Secretary participating at that conference shall be deemed for all purposes to be present at the Meeting. | Resolutions of conference meetings |
| 94. | The quorum necessary for the transaction of the business of the Board may from time to time be determined by the Board and, unless so determined at any other number shall be three. A meeting of the Board for the time being at which a quorum is present shall be competent to exercise all powers and discretion for the time being exercisable by the Board; Provided however that in the event of a quorum not being present within fifteen (15) minutes of the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and time and place as the Chairman of such meeting shall determine and, if at such adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for holding the Meeting, the adjourned Meeting shall stand cancelled. | Quorum

Adjournment of an inquorate Meeting |
| 95. | A resolution passed at an adjourned Meeting of the Board shall for all purposes be treated as having been passed on the date on which it was in fact passed, and shall not be deemed to have been passed on any earlier date. | Resolutions of adjourned Meetings |
| 96. | <p>(i) The Board shall appoint the Chairman and Deputy Chairman of the Board and may determine the period for which they are to hold office.</p> <p>(ii) The Chairman or in his absence the Deputy Chairman so appointed shall preside as Chairman at all meetings of the Board. If no Chairman or Deputy Chairman shall have been appointed or if at any meeting the Chairman or Deputy Chairman be not present, within five minutes after the time appointed for holding the same the Directors present may choose one of their members to be Chairman of the meeting.</p> <p>(iii) The Chairman shall preside at all Board Meetings and subject to such general or special directions as the Board may give, exercise all such powers and do all such acts and things as may be exercised or done by the Board.</p> <p>(iv) The Chairman shall receive such remuneration (whether by way of salary, commission or participation in profits or partly in one way or another) as the Board may determine.</p> | Appointment of Chairman and Deputy Chairman

Chairmen's Remuneration |
| 97. | The Chairman and/or Deputy Chairman may at any time vacate such office by giving notice in writing of his resignation from such office as applicable. | Vacation of Office |

If the Chairman and/or Deputy Chairman is also a Director of the Company, he shall upon the happening of any event specified in Article 80 of these Presents immediately vacate the office of Chairman and/or Deputy Chairman as applicable unless the Board shall otherwise resolve.

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| 98. | Questions arising at any Meeting shall be determined by a majority of votes. Every Director shall have one (1) vote and in case of an equality of votes the Chairman shall have a second or casting vote. | Votes / Casting vote of the Chairman |
| 99. | A Director present at a Meeting of the Board is presumed to have agreed to and to have voted in favour of a resolution of the Board unless he or she expressly dissents from or votes against the resolution at the Meeting. | Presumption in favour of a resolution |
| 100. | A resolution in writing signed by all the Directors for the time being in Sri Lanka shall not be less than the number required to form a quorum of the meetings of the Directors shall be as valid and effective as if it were a resolution passed at a meeting of the Board duly convened and held and it may consist of several documents in the like form, each signed by one or more Directors, provided always that a resolution faxed under their respective signatures shall be deemed to have been signed by them for the purposes hereof. | Resolutions in writing |
| 101. | The Board may subject to the provisions of the Act, delegate any of their powers to committees consisting of such member or members of their body as the Board thinks fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Board. | Power to appoint committees |
| 102. | The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these presents regulating the meetings and proceedings of the Board, so far as the same are applicable and are not superseded by any regulations made by the Board under the last preceding Article. | Proceedings at committee meetings |
| 103. | All acts done at any meeting of the Board or of a committee of Directors or by any person acting as a Director shall, as regards all persons dealing in good faith with the Company, notwithstanding 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 or had vacated office or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and continued to be a director and had been entitled to vote. | Validity of act of Directors in spite of some formal defect |

ALTERNATE DIRECTORS

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| 104. | Any Director may at any time by notice in writing left at the office appoint any person to be an Alternate Director to act in his place for such period as the appointer may stipulate and such appointment shall become effective upon approval thereof by the Board. | Provisions for appointing and removing Alternate Director |
| | The following provisions of this Article shall apply to an alternate Director appointed hereunder. | |
| | (i) An Alternate Director shall not in respect of such appointment: | |
| | (a) be entitled to receive any remuneration from the Company; nor | |
| | (b) be required to hold any share qualification. | |
| | (ii) The Board may repay an Alternate Director such reasonable expenses as he may incur in attending and returning from meetings of the Board which he is entitled to attend or as he may otherwise properly incur in or about the business of the Company or may pay such allowances as they may think proper in respect of these expenses. | Provisions applicable to alternate Directors. |

- (iii) An Alternate Director shall (on his giving an address for such notice to be served upon him) be entitled to receive notices of all meetings of the Board and to attend and vote as Director at any such meeting at which the Director appointing him is not personally present and generally to perform all the functions of his appointor as a Director in the absence of such appointor including the signing of resolutions in writing to be passed by circulation under Article 100 hereof. An Alternate director who is also a director in his own right shall be entitled to one vote in his own right as a director and to an additional vote as an alternate director.
- (iv) An Alternate Director may be appointed for a specified period or until the happening of a specified event but he shall ipso facto cease to be an Alternate Director in any of the following events, that is to say:
 - (a) If he becomes subject to any of the provisions of Article 80 of these presents which if he were a Director of the Company, would render his office vacated.
 - (b) if his appointor ceases for any reason to be a Director, provided that if any director retires by rotation but is re-elected at the meeting at which such retirement took effect, any appointment made by him pursuant to this article which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired;
 - (c) if the Alternate director shall have a receiving order made against him or compounds with his creditors or is adjudicated an insolvent;
 - (d) if the Alternate Director be lunatic or becomes of unsound mind;
 - (e) if the appointment of the Alternate Director is revoked by his appointor by a notice in writing left at the office;
 - (f) if the Board resolve that the appointment of the Alternate Director be terminated; provided that such termination shall not take effect until the expiration of thirty (30) days after the date of the resolution of the Board.
 - (g) if the Alternate Director resigns by notice in writing given under his hand to the company.
- (v) A director shall not vote on the question of the approval of an Alternate Director to act for him or on the question of the termination of the appointment of such an Alternate Director and if he do so his vote shall not be counted; nor for the purpose of any resolution for either of these purposes shall he be counted in the quorum for that meeting.
- (vi) An Alternate Director appointed to act in the place of any Executive Director of the Company shall not by virtue of such appointment assume the functions of his appointor as an executive of the Company unless the Board shall otherwise determine.
- (vii) An Alternate Director appointed to represent an Independent Director shall meet the criteria applicable to the Independent Director.

BORROWING POWERS

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| 105 | <p>(i) The Board may exercise all the powers of the Company to borrow money and may mortgage or charge its undertaking property or any part thereof and may issue debentures, debentures-stock, convertible loan stock and other securities, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party;</p> <p>(ii) Any bonds, debentures, debenture-stock, convertible loan stock or other securities issued or to be issued by the Company shall be under the control of the Board, who may issue them upon such terms and conditions including as redeemable or irredeemable as well as subordinated to all other creditors of the Company, as the Board may think fit and in such other manner and for such consideration as they shall consider to be for the benefit of the Company.</p> <p>(iii) Bonds, debentures, debenture-stock, convertible loan stock and other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.</p> <p>(iv) Any bonds, debentures, debenture stock convertible loan stock or other securities may be issued at a discount, premium or otherwise and with any special privileges as to redemption surrender drawings allotment of shares, attending and voting at General Meetings of the Company, appointment of Directors and otherwise.</p> | <p>Power to borrow money and give security</p> <p>Bonds, debentures etc, to be subject to control of the Board.</p> <p>Securities may be assignable free from equities.</p> <p>Issue of discount etc, or with special privileges</p> |
| 106. | <p>All certificates for debentures, debenture-stock, loan stock or other securities issued in terms of these presents shall be issued under the seal of the Company.</p> | <p>Certificates to be issued under seal.</p> |

GENERAL POWERS OF DIRECTORS

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| 107. | <p>The business of the Company shall be managed by the Board either by themselves or through the Chief Executive Officer or with the assistance of an Agent or Agents and Secretary or Secretaries of the Company to be appointed by a resolution of the Board for such a period and upon such terms as they shall think fit with power to determine such appointment as provided by the terms of such appointment or in default of such provisions by a like resolution. And the Board shall have power to make and may make such rules and regulations for the management of the business and property of the Company as they shall carry on the business of the Company in such a manner as they may think most expedient.</p> | <p>Board to manage Company's business</p> |
| 108. | <p>The Board may exercise all such powers of the Company as are not by the Act or by these presents required to be exercised by the Company in General Meeting subject nevertheless to any regulations of these presents to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions as may be prescribed by ordinary resolution of the Company. No regulation so made by the Company shall invalidate any prior act of the Board which would have been valid if such regulations had not been made.</p> <p>Provided however that the Board shall not without the authority of a special resolution of the Company:-</p> <p>(i) carry into effect or implement any terms arranged for the amalgamation of the Company with any other Company;</p> <p>(ii) Reduce the Company's stated capital;</p> | <p>General Power of the Board</p> |

- (iii) Resolve that the Company be wound up in terms of the Act;
 - (iv) Exchange the Name or status of the Company.
 - (v) Enter in to or otherwise carryout any “major Transaction” as defined in the Act.
 - (vi) De List from any stock Exchange from which the Company’s shares are being traded.
 - (vii) Listing the Company’s shares on any Stock Exchange other than the Colombo Stock Exchange.
109. (i) The Board may establish and make contributions or concur or join with any other companies in establishing or making contributions out of the Company’s moneys to any provident funds, any schemes or funds for providing pensions, sickness or compassionate allowances, life assurance or other benefits for employees and ex-employees of the Company and their widows and dependants and connections or any class or classes of such persons. Provident and pension funds
- (ii) The Board may (either subject or not subject to any terms or conditions) pay, or enter into agreements to pay, or make grants of revocable or irrevocable pensions or other benefits to employees and ex-employees and their widows and dependants and connections or to any of such persons including pensions or benefits additional to those (if any) to which they are or may become entitled under any such scheme or fund as is mentioned in the last preceding sub-paragraph. Any such pension or benefit may as the Board consider desirable be granted to an employee either before or in anticipation of or upon or at any time after his actual retirement.
110. Subject to the provisions of the statutes the Board may arrange that any branch of the business carried on by the Company or any other business in which the Company may be interested shall be carried on by or through one or more subsidiary companies and they may on behalf of the Company make such arrangements as they think advisable for taking the profits or bearing the losses of any branch or business so carried on, and they may appoint remove and re-appoint any persons (whether members of their own body or not) to act as directors, executive directors or managers or other officers of any such company or any other company in which the Company may be interested and may determine the remuneration (whether by way of salary commission on profits or otherwise) of any person so appointed. Organization of subsidiary companies
111. The Board may establish any Committees of directors or committees on an advisory capacity for the management of the affairs of the Company either in Sri Lanka or elsewhere and may appoint on such terms & conditions any persons to be members of such Board Committees and any Managers or Agents and may fix their remuneration, such terms & conditions delegate to any such Board Committee, Manager or Agent any of the powers, authorities and discretions vested in the Board with power but not in the case of any such Committee to sub-delegate and may authorize the members of any Board Committee, or any of them to fill any vacancies therein, and to act notwithstanding vacancies, and any such appointment or delegation may be made upon such terms and subject to such conditions as the Board may think fit. The Board may remove any persons so appointed and may annul or vary any such delegation, but no person dealing in good faith and without notice of any such annulment or variation shall be affected thereby. Power to establish Board Committees,

112. The Board may from time to time and at any time by power of attorney under the seal appoint any company, firm or person or any fluctuating body of persons, whether nominated directly or indirectly by the Board to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these presents) and for such period and subject to such conditions as they may think fit, and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorneys as the Board may think fit and may also authorize any such attorney to sub-delegate all or any of the powers, authorities and discretions vested in him. Power to appoint attorneys
113. The Company may have an official seal for use abroad, and such seal shall be used in the manner and for the purposes authorized and approved by the Board. Power to have a seal for use abroad
114. The Company, or the Board on behalf of the Company may in exercise of the powers in that behalf conferred by the Act cause to be kept a branch register or registers of members and the Board may (subject to the provisions of the statutes) make and vary such regulations as they may think fit respecting the keeping of any such registers. Power to keep a branch register

MINUTES

115. The Board shall cause minutes to be made in books provided for the purpose - Minutes to be kept
- (a) of all appointments of officers made by the Board;
 - (b) of the names of the Directors present at each meeting of the Board and of any Committee of the Directors ;
 - (c) of all resolutions and proceedings at all meetings of the Company of the Board and of Committees of Directors ;
- Any such minutes of any meeting; if purporting to be signed by the Chairman of such meeting or by the Chairman of the next succeeding meeting of the Company or Board or Committee as the case may be, shall be sufficient evidence without any further proof of the facts therein stated.
- Every director present at any meeting of the Board or Committee of Directors shall sign his name in a book to be kept for that purpose. Directors to sign attendance register

SECRETARY

116. (i) The Board may shall appoint and employ, and at their discretion remove, any person qualified in accordance with the Act to be company Secretary who should be subject to the requirements of the statutes and such person unless he/she is already an Employee of the Company, shall become an employee of the Company and shall not become an Employee of any other institution for so long as such person shall be employed as the Company Secretary of the Company. The Board may also (where they appoint an individual as the Secretary) appoint and employ any other person as Assistant Secretary. Secretary

- (ii) Subject to the provisions of the Statutes the duties of the Secretary shall, unless otherwise determined by the Board include;
 - (a) keeping all records and registers required by the statutes to be kept by the Company
 - (b) to record and maintain the minutes of the Company the Board or Committee as the case may be and
 - (c) performing any other functions which by these presents are to be performed by the Secretary and generally to execute all other duties which may from time to time be assigned by the Board to the Secretary.

- (iii) The Board may at any time appoint and employ a temporary substitute (qualified in terms of the statutes or the Regulations there under to act as Secretary) for the Secretary or Assistant Secretary who shall for the purpose of these presents be deemed in the former case to be the Secretary. Temporary Substitutes

SEAL

- 117. (i) The Board shall provide for the safe custody of the Seal and the Seal shall only be used by the authority of the Board or of a Committee of Directors authorized by the Board in the behalf. The seal of the Company shall not be affixed to any deed, certificate for shares, stock, debenture-stock or other form of security (other than Letters of allotment or scrip Certificates) or other instrument except in the presence of two or more of the directors or of one director and the Secretary who shall attest the sealing thereof. The sealing shall not be attested by one person in the dual capacity of director and secretary. Seal

- (ii) Any document sealed in accordance with the foregoing provisions of the Article shall be presumed to have been executed by the Company.

AUTHENTICATION AND CERTIFICATION OF DOCUMENTS

- 118. Any director or the secretary or the assistant secretary (if any) or any person appointed by the Board for the purpose shall have power to authenticate any documents affecting the constitution of the Company (including these presents) and any resolution passed by the company or by the Board, and any books, records, documents and accounts relating to the business of the Company and also to certify copies thereof or extracts there from as true copies or extracts. Where any books, records, documents or accounts are elsewhere than at the office, the local manager or other officer of the Company having the custody thereof shall be deemed to be a person appointed by the Board as aforesaid. Power to authenticate & certify documents

CONTRACTS

119. Any contract or other enforceable obligation to be executed in terms of the Act may be entered into on behalf of the Company in writing, signed under the name of the Company by:
- Persons authorized to sign Contracts which are notarially attested
- (a) any two Directors of the Company;
 - (b) Company Secretary or any other person or class of persons duly authorized by the Board; or
 - (c) one or more Attorneys appointed by the Company.

DIVIDENDS

120. (i) (a) Subject to Article 120 (i) (b) and (c), the Company may make distributions to Shareholders in accordance with the Act. Distributions
- (b) Subject to the terms of any issue of shares to the contrary and of the Statutes, the Board may:
- (i) re-purchase any of the issued shares where such re-purchase is to be effected on a pro-rata basis applicable to all Shareholders or
 - (ii) redeem any of the Company's issued shares, without the need for the approval of the Shareholders thereon. The Board may also from time to time approve and declare the payment of any interim dividend to Shareholders where it appears to be so justified by the Company's profits, without the need for the approval of the Shareholders thereon.
- Re-purchase and Redemption of Shares & the declaration of interim dividends requiring Board approval.
- (c) Every final dividend shall be recommended by the Board and be declared by the Company at a General Meeting by way of an Ordinary Resolution of the Shareholders. Dividends to be declared by the Company at a General Meeting
121. (i) Subject to the rights of persons (if any) entitled to shares with special rights or such other special terms as to dividend, all dividends shall be declared and paid equally or all fully paid shares in respect whereof the dividend is paid, (without reference to the consideration paid per share) no amount paid on a share in advance of calls shall be treated as paid on the shares. All dividends shall be apportioned and paid pro rata according to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid, Apportionment of Dividends
- (ii) If any share is issued on terms providing that it shall rank for dividend as from a particular date, such share shall rank for dividend accordingly. Dividends in respect of new shares
- (iii) A transfer of a share shall not pass the right to any dividend declared in respect thereof before the transfer has been registered. Dividends entitlement on a share transfer
- (iv) The Board may, with the sanction of a General Meeting, simultaneously with the declaration of a dividend, make a call on the Shareholders in respect of their shares and may thereupon set off the whole or part of the dividend so becoming payable in respect of any share, against the call so becoming due in respect of the same. Dividends to be set off against calls that have been made

122.	If and so far as in the opinion of the Board, the profits of the Company justify such payments, and subject to the provisions of the Act, the Board may pay the fixed cumulative preferential dividends on any class of shares carrying a fixed cumulative preferential dividend expressed to be payable on fixed dates on the half yearly or other dates (if any) prescribed for the payment thereof by these presents or by the terms of issue of the shares.	Payment of interim dividends
123.	No dividend or other moneys payable on or in respect of a share shall bear interest as against the Company.	Dividends not to bear interest
124.	The Board may deduct from any dividend or other moneys payable to any shareholder on or in respect of a share held individually or jointly with any other shareholder all sums of money (if any) authorized by these presents to be deducted there from.	Deduction of debts due to Company
125.	The Board may retain any dividend or other moneys payable on or in respect of a share on which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.	Retention of dividends where the Company has a lien on the shares
126.	The Board may retain any dividend or other moneys payable upon shares in respect of which any person is, under the provisions as to the transmission of shares hereinbefore contained, entitled to become a shareholder or which any person under those provisions is entitled to transfer until such person has become a member in respect of such shares or shall duly transfer the same.	Retention of Dividends on a transmission or transfer of shares
127.	<p>(i) The payment by the Board of any unclaimed dividend or other moneys payable on or in respect of a share into a separate account shall not constitute the company a trustee in respect thereof and any dividend unclaimed after a period of six (6) years from the date of declaration of such dividend may be forfeited and if so forfeited shall then revert to the Company. All unclaimed dividends may be invested or otherwise made use of by the Board for the benefit of the Company until claimed.</p> <p>(ii) Subject to the provisions of the Act the company may at General Meeting may upon the recommendation of the Board by ordinary resolution direct payment of any dividend in whole or in part by the distribution of specific assets and in particular of paid up shares, or debentures of the company or of any other company or in any one or more of such ways ; and the Board shall give effect to such resolution.</p> <p>(iii) Where any difficulty arises in regard to such distribution, the Board may settle the same as they think expedient and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part thereof any may determine that cash payment shall be made to any members upon the footing of the value so fixed, in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Board.</p>	<p>Unclaimed forfeited dividends</p> <p>Payment of dividends in specie/scrip dividends</p> <p>Fractions</p>
128.	Any dividend or other money payable in cash on or in respect of a share may be paid by cheque or warrant sent through the post to the registered address of the shareholder or person entitled thereto, or as otherwise directed in writing by such shareholder or person, or, if several persons are registered as joint – holders of the shares or are entitled thereto	Dividends payable by cheque

in consequence of the death or bankruptcy of the holder, to any of such persons or to such person at such address as such person may by writing direct.

Every such cheque or warrant shall be made payable to the order of the person to whom it is sent or to such person as the holder or joint holders or the person or persons entitled to the share in consequence of the death or bankruptcy of the holder may direct, and payment of the cheque or warrant if purporting to be endorsed shall be a good discharge to the Company. Every such cheque or warrant shall be sent at the risk of the person entitled to the money represented thereby.

129. If several persons are registered as joint-holders of any share, or are entitled jointly to a share in consequence of the death or bankruptcy of the holder, any one of them may give effectual receipts for any dividend or other moneys payable on or in respect of the share. Dividends due to joint-holders

RESERVES

130. (i) Subject to the provisions of the Statutes, the Board may, before recommending any dividend, set aside out of the profits of the Company such sums as the Board thinks proper to one or more reserve funds to meet contingencies or for equalizing dividends or for special dividends, or for repairing, improving and maintaining any of the property of the Company, or for such other purpose as the Board shall in their absolute discretion think conducive to the interests of the Company. Power to set aside profits to reserve funds
- (ii) The Board may invest the sums so set aside (other than shares of the Company) as it may think fit, and from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company. The application of the Reserves
- (iii) The Board may divide the reserve fund into special funds, as it may think fit, and may employ the reserve funds or any part thereof in the business of the Company and that without being bound to keep the same separate from the other assets. The Board may also, without placing the same to reserve, carry forward any profits which the Board may think it inconvenient or not prudent to divide. Division of Reserves into special funds. Power to carry forward profits.

CAPITALISATION OF PROFITS AND RESERVES

131. The Company in General Meeting may upon the recommendation of the Board resolve that it is desirable to capitalize any part of the amount for the time being standing to the credit of all or any of the Company's reserve accounts (including any surplus moneys arising from the realization of any capital assets of the Company or from any investments representing the same) or to the credit of the profit and loss account or otherwise available for distribution and accordingly that such sum be set free for distribution amongst the shareholder who would have been entitled thereto if distributed by way of dividend and in the same proportions, on condition that the same be not paid in cash but be applied either in or towards;
- (i) paying up any amounts for the time being unpaid on any shares held by such members respectively or,

- (ii) paying up in full un issued shares or debentures or securities of the Company to be allotted and distributed credited as fully paid up to and amongst such shareholders in the proportion aforesaid or partly in the one way and partly in the other

and the Board shall give effect to such resolution of the shareholders.

- 132. Whenever such resolution as aforesaid shall have been passed, the Board shall make all appropriations and applications of the amount resolved to be capitalized thereby and all allotments and issues of fully paid shares, debentures or securities, if any, and generally shall do all acts and things required to give effect thereto, Capitalization of Profits

- 133. With full power to the Board to make such provision by the issue of fractional certificates or by payment in cash or otherwise as they think fit where shares, debentures or securities become distributable in fractions, including the power to sell all or any of such fractions. The Board shall also have power to authorize any person to enter on behalf of all the shareholders interested into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up of any shares to which they may be entitled upon such capitalization or (as the case may require) for the payment by the company on their behalf, by the application thereto of their respective proportions of the amount resolved to be capitalized of the amounts or any part of the amounts remaining unpaid on their existing shares or for appointing any person to sign transfers of shares to avoid fractional certificates. Any agreement made under such authority shall be effective and binding on all such shareholders. Fractions

CORPORATE DOCUMENTS AND REGISTERS

- 134. (i) The Company shall keep at its office or at some other place (notice of which has been given to the Registrar in accordance with the Act) the documents stated in the Act. Registers

- (ii) The Company's Share Register may, if so determined by the Board, be divided into two (2) or more Registers and be kept in different places and shall in such an event be maintained in accordance with the provisions of the Act and subject thereto as the Board may direct. The Board may make and vary (subject to the provisions of the Act) such regulations as the Board may think fit regarding the keeping of any such Registers. Division of Share Register

ACCOUNTS AND ANNUAL REPORT

- 135. The Board shall ensure that the Company keeps accounting records which: Maintenance and preparation of accounting records
 - (i) correctly record and explain the Company's transactions;
 - (ii) enable the financial position of the Company to be determined at any time with reasonable accuracy;
 - (iii) enable the Board to prepare Financial Statements in accordance with the Act; and
 - (iv) enable the Financial Statements of the Company to be readily and properly audited.

136. The books of accounts shall be kept at the registered office or at such other place in Sri Lanka as the Board think fit, or with the prior approval of the Registrar General of Companies at such place outside Sri Lanka. The accounting records and financial statements of the Company shall always be open to the inspection of any of the directors to the extended and in the manner permitted under the Act and to any shareholder to the extent and in the manner permitted under the Act. Inspection of books
137. The Board shall in accordance with the provisions of the Act cause to be prepared within five months of the Balance Sheet date of the Company Financial Statements, Group Accounts if any and any Reports that may be necessary in compliance with the provisions of the Statutes including an Annual Report (signed in the manner prescribed) on the affairs of the Company during the accounting period ending on such Balance sheet date. Presentation of accounts
138. A printed copy of every balance sheet and profit and loss account which is to be laid before a general meeting of the Company (including every document required by law to be annexed thereto) together with a printed copy of every report of the auditors relating thereto and a printed copy of the Directors' Report shall not less than fifteen working days before the date of the meeting be sent to every shareholder of and every holder of debentures of the Company and to every other person who is entitled to receive notices from the Company under the provisions of the statutes or of these presents (provided that this Article shall not require a copy of these documents to be sent to any person of whose address the company is not aware or to more than one of joint-holders, but any member to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the office). Copies of accounts

Notwithstanding anything to the contrary and in accordance with the Act, the Company may, in the first instance, send every shareholder the Annual Report together with the Financial Statements in the summarized form as may be prescribed, in consultation with the Institute of chartered accountants of Sri Lanka. The Company shall inform each shareholder that he is entitled to receive, if he so requires, the full Financial Statement within a stipulated period of time.

AUDITORS

139. At each Annual General Meeting of the Company must appoint and Auditor for the following year in accordance with the Act. An Auditor who is appointed at an Annual General Meeting shall, be deemed to have been re-appointed at the following annual general meeting, unless :- Appointment of Auditor
- (i) the Auditor is not qualified for re-appointment; or
 - (ii) a resolution has been passed at the meeting in accordance with the statutes appointing some other person or firm instead of him or providing expressly that he shall not be so appointed ; or
 - (iii) he has given to the Company notice in writing of his unwillingness to be appointed.

In any such case the Company shall at such meeting appoint some other person in lieu thereof.

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| 140. | The Board shall have the power to fill a casual vacancy in the office of auditor by appointing some person or firm to hold such office until the conclusion of the next annual general meeting but while any such casual vacancy continues the surviving or continuing auditor (if any) may act. | Casual Vacancies |
| 141. | Subject to the provisions of the statutes, all acts done by any person acting as an auditor shall, as regards all persons dealing in good faith with the Company, be valid notwithstanding that there was some defect in his appointment or that he was at the time of his appointment not qualified for appointment. | Validity of act of Auditor in spite of some formal defect |
| 142. | The auditor shall be entitled to attend any general meeting and to receive all notices of and other communications relating to any general meeting which any shareholder is entitled to receive and to be heard at any general meeting on any part of the business of the meeting which concerns him as auditor. | Auditor's right to receive notice of and attend and speak at General Meeting |

NOTICES

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| 143. | Any shareholder whose registered address is not within Sri Lanka may name an address within Sri Lanka which for the purpose of notice, shall be considered as his registered address. | Shareholders to furnish an address in Sri Lanka |
| 144. | <p>(i) Any notice or document (including a share certificate) may be served by the Company on or sent to any shareholders either personally or by sending it through the post in a prepaid letter addressed to such shareholder at his registered address.</p> <p>Where a notice or other document is served by post, service shall be deemed to be effective at the expiration of three working days (3) after the letter containing the same is posted. In proving such service it shall be sufficient to prove that such letter was properly addressed, stamped and posted.</p> <p>(ii) A Certificate in writing signed by any manager, secretary or other officer of the Company that the letter containing the notice was so addressed and posted will be conclusive evidence thereof.</p> <p>(iii) Any notice or document may also be served by the Company on any Shareholder by facsimile, electronic mail or any other print or electronic system of communication.</p> | <p>Service of Notice</p> <p>Deemed Served</p> <p>Notice by Facsimile or by electronic means</p> |
| 145. | In respect of joint-holdings all notices shall be given to that one of the joint- holders whose name stands first in the Register of shareholders and notice so given shall be sufficient notice to all the joint holders. | Service of notice in respect of joint holding |
| 146. | A person entitled to a share in consequence of the death or bankruptcy or insolvency of a shareholder, upon supplying to the Company such evidence as the Board may reasonably require to show his title to the share and upon supplying also an address within Sri Lanka for the service of notice shall be entitled to have served upon him at such address any notice or document to which the shareholder but for his death or bankruptcy or insolvency would have been entitled and such service shall for all purposes be deemed to be sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. | Service of notice after death or bankruptcy or insolvency |

Save as aforesaid any notice or document delivered or sent by post to or left at the registered address of any member in pursuance of these presents shall notwithstanding that such shareholder be then dead or bankrupt or insolvent and whether or not the Company have notice of his death or bankruptcy, or insolvency be deemed to have been duly served in respect of any share registered in the name of such shareholder as sole or joint holder.

147. Any notice required to be given by the Company to the shareholders or any of them and not expressly provided for by these presents shall be sufficiently given if given by advertisement. Notice by advertisement

148. Any notice required to be or which may be given by advertisement shall unless otherwise required by the statutes be published in any one national daily Newspaper each in Sinhala, Tamil and English Languages. Mode of giving notice by advertisement

WINDING UP

149. The Company may be wound up in the manner set out in the Statutes. Winding up

Subject to any applicable provisions in the terms of issue of shares and the Act, any surplus assets of the Company shall be distributed amongst the Shareholders in proportion to the number of shares held by each such Shareholder, after all creditors of the Company have been paid, all costs, charges and expenses of winding up including the remuneration of the liquidators have been met and all preferred and other debts satisfied. Surplus assets

Subject to the approval of the Shareholders by a Special resolution, the Liquidator may divide the surplus assets of the Company amongst the Shareholders in kind. For this purpose he may set such value as he considers fair on any property to be so divided, and may determine how the division will be carried out as between the Shareholders or different classes of Shareholders. Special Resolution

INSURANCE AND INDEMNITY

150. (i) Where the Board considers it appropriate to do so the Company may effect insurance for any Director, and/or any employee of the Company or of a related Company in respect of: Power to effect insurance

(a) Liability (not being criminal liability) for any act or omission in his capacity as a Director or of an employee;

(b) Costs incurred by such Director or an employee in defending or settling any claim or proceeding relating to any such liability; or

(c) Costs incurred by that Director or an employee in defending any criminal proceedings in which he is acquitted.

(ii) The Company may indemnify a Director or employee of the Company for any costs incurred by him in any proceeding – Power to indemnity

(a) that relates to liability for any act or omission in his capacity as a director or employee; and

- (b) in which judgment is given in his favour or in which he is acquitted or which is discontinued or in which he is granted relief under the Act.
- (iii) The Company may also indemnify a Director or employee of the Company in respect of
- (a) liability to any person other than the Company for any act or omission in his capacity as a director or employee; or
 - (b) costs incurred by that Director or employee in defending or setting any claim or proceeding relating to any such liability, not being a criminal liability or in the case of a Director, liability in respect of a breach of the duty specified in the Act in relation to the Company.

DECLARATION OF SECRECY

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| 151. | Every director, manager, auditor, trustee, member of a committee, officer, servant, agent, accountant or other person employed in the business of the Company shall if so required by the Directors, before entering upon his duties, sign a declaration pledging himself to observe a strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties, except when required so to do by the directors or by any meeting of the shareholders or by a court of law and except so far as may be necessary in order to comply with any of the provisions in these present mentioned or with the provisions of the Act. | Declaration of secrecy |
| 152. | No Shareholder shall be entitled except to the extent permitted by the Statues or by these Presents, to enter upon the property of the Company or to require, discover, or obtain any information in respect of any detail of the Company's business or any matter which pertains to the nature and conduct of the Company's business and which in the opinion of the Board cannot be communicated to the Public. | Restrictions on Shareholders to obtain confidential information |
| 153. | So long as the shares of the Company are quoted on the Colombo Stock Exchange and/or in any other exchange within or outside Sri Lanka, in the event of there being any discrepancy or other inconsistency between the rules and/or regulations of such Exchange and the provisions herein contained, the rules and/or regulations of the relevant Exchange shall prevail and be applicable to the Company. | Rules and Regulation of the Colombo Stock Exchange shall apply to the Company |

ADMINISTRATORS

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| 154. | The Board may in accordance with the provisions of the Act appoint an Administrator of the Company where the Board considers that the Company is or is likely to become unable to pay its debts as they fall due and the appointment of such Administrator will likely achieve one or more of the purposes as set out in the Act. | Appointment of an Administrator |
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LIABILITY OF SHAREHOLDERS

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| 155. | The liability of the Shareholders to contribute to the assets of the Company shall be limited to the amount unpaid on their shares. | Liability |
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