

ARTICLES OF ASSOCIATION OF SEYLAN BANK PLC

(As adopted by Special Resolution passed on the 2nd day of September, 2009)

1. 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 regulations contained in these Presents, subject however to repeal, alteration or addition by Special Resolution. First Schedule not to apply

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 meanings set opposite to them respectively in the second column thereof: - Interpretation

WORDS

MEANINGS

The Company:

Seylan Bank PLC

The Act

The Companies Act No. 7 of 2007 and all amendments thereto including all regulations made thereunder

The Statutes:

The Companies Act No. 7 of 2007, all amendments thereto including all regulations made thereunder and every Act or Ordinance for the time being in force concerning companies and affecting the Company.

Listing Rules

Rules for the time being in force of the Colombo Stock Exchange and/or the Central Depository Systems (Private) Ltd., and amendments thereto.

These Presents:

These Articles of Association, as herein adopted, or as from time to time altered by Special Resolution.

Special Resolution and Ordinary Resolution:

Have the meanings assigned thereto respectively by the Act.

Shareholder:

Has the meaning assigned thereto by the Act.

Interest Group:	Has the meaning assigned thereto by the Act.
Chairman:	Chairman of the Board of Directors.
Directors:	The Directors of the Company for the time being (including where the context so requires or admits Alternate Directors).
The Board:	The Directors of the Company acting collectively at meetings of the Directors that have been properly convened constituted and conducted.
The Registrar	The Registrar – General of Companies as defined in the Act and amendments thereto.
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 substitutes for writing, or partly one and partly another.
Dividend:	Has the meaning assigned thereto by the Act.
Distributions	Has the meaning assigned thereto by the Act and shall also include an issue of shares made by way of a capitalization of Reserves.
Paid up:	Paid up or credited as paid up.

The expressions "debenture" and "debenture-holder" shall include "debenture-stock" and "debenture-stockholder" and the expression "the Secretary" shall include an Individual appointed by the Board to perform any of the duties of the Secretary and shall include an Assistant Secretary.

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 meanings in these Presents.

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

THE OBJECTS OF THE COMPANY

3. (i) To establish a bank for the purpose of providing financial and other assistance, expertise and all other facilities rendered by a bank for agriculture, industry and technology, business enterprises, trade and commerce, travel and tourism, communications and transport and all activities contributory to national and social development and the principal

business being the acceptance of deposits of money on current account or otherwise subject to withdrawal by cheque, draft, order or otherwise.

- (ii) 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, hundees, promissory notes, coupons, drafts, bills of lading, railway receipts, warrants, debenture certificates, scripts and other instruments and securities whether transferable or negotiable or not; granting and issuing of letters of credit, travellers cheques and circular notes; the buying, selling and dealing in bullion, specie; the buying and selling of foreign exchange including foreign bank notes; the 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 negotiation 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 deposit and the collecting and transmitting of money and securities.
- (iii) To carry on any agency function for and on behalf of the Government or local authorities or for or on behalf of any person in respect of any business related to the provision of financial services, or to act as the managing agent for any financial institution.
- (iv) To carry on the business of contracting for public and private loans and negotiating and issuing the same.
- (v) To carry on the business of promoting effecting, insuring, guaranteeing, underwriting, participating, in managing and carrying out any issue, public or private, of State, 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.
- (vi) To carry on and transact every kind of guarantee and indemnity business.
- (vii) To promote or finance or assist 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.
- (viii) To provide medium and long term credit for development.
- (ix) To establish or undertake and execute trusts including functioning as a trustee of any unit trust.
- (x) To undertake and administer estates as executor, trustee or otherwise.
- (xi) To engage in the business of hire purchase services, factoring, leasing and warehousing.
- (xii) To develop banking for the socio economic advancement of society.
- (xiii) To open, maintain and manage deposits, savings and other similar accounts.
- (xiv) To engage in management consultancy business and other technical support services.
- (xv) To carry on the business of pawn broking and all matters incidental thereto.
- (xvi) Acquisition by purchase, lease, exchange, hire or otherwise of any property immovable or movable and any rights or privileges 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 realisation of any securities held by the Company or to prevent or diminish any apprehended loss or liability.

- (xvii) Managing, selling and releasing all property movable and immovable, which may come into the possession of the Company, in satisfaction or part satisfaction of its claims.
- (xviii) Acquiring holding and generally dealing with any property and any right, title or interest in any property movable or immovable which may form the security or part of the security for any loans or advances or which may be connected with any such security.
- (xix) Taking or otherwise acquiring and holding shares in any other company.
- (xx) Establishing and supporting or aiding in the establishment and support of associations, institutions, funds, trustees and conveniences calculated to benefit employees or ex employees of the Company or the dependants or connections of such persons, granting pensions and allowances and making payments towards insurance, subscribing to or guaranteeing monies for charitable or benevolent objects or for any exhibition or for any public, general or useful objects.
- (xxi) The acquisition, construction, maintenance and alteration of any building or works necessary or convenient for the purposes of the Company.
- (xxii) Selling, improving, managing, developing, exchanging, leasing, mortgaging, disposing of or turning into account or otherwise dealing with all or part of the property and rights of the Company.
- (xxiii) Acquiring and undertaking 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).
- (xxiv) Doing all such other things as are incidental or conducive to the promotion or advancement of the business of the Company.
- (xxv) Providing for the training in banking, accounting, valuation, project and credit appraisal and allied subjects.
- (xxvi) Entering into arrangements for a joint venture with any person or company for conducting a financial services enterprise or conducting any enterprise providing support services for the conduct of its business.
- (xxvii) Any other business which the Monetary Board may authorize a licensed commercial bank to engage in.
- (xxviii) The acceptance of a sum of money in any manner or form from any person for a fixed period of time for investment in a business venture of the Company, on the basis that profits or losses of the venture will be shared with the person from whom such money is accepted, in a manner determined at the time the money is accepted.
- (xxix) The purchase of goods, to be sold immediately upon purchase to a buyer on deferred payment terms provided that the goods and their suppliers are specified by such buyer and the price at which such goods are sold to the buyer and the deferred payment terms are determined at the time the Company agrees with the buyer to purchase the said goods for sale to the buyer.
- (xxx) To carry on any other business as may be specified in Schedule II of the Banking Act No. 30 of 1988 (as amended).

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.

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| (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.

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. | New issue of shares

Fractions |
| (iv) | The Shares of the Company shall confer on the holder thereof a pre-emptive 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 Section 99 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.

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, <i>mutatis mutandis</i> , apply. | Approval of Interests Groups

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:

(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. | Rights Conferred by shares. |
| (ii) | The 3,390,100 issued and fully paid preference shares be re-classified and re-designated as redeemable, non-cumulative, non-convertible and non-voting preference shares and such shares shall have the following rights attached thereto:

(i) The preference shares shall be redeemable.

(ii) The right to redeem the entirety or any part of such preference shares shall be vested solely and exclusively in the Board of Directors of the Company on its behalf and at the board's discretion and not at the option of the holder of such preference share.

(iii) The Company shall redeem the entirety or any part of the said preference shares on such other date as the Board of Directors of the Company shall on its behalf deem in their sole discretion to be appropriate and on giving not less than 21 days notice therefor to the holders of the said preference shares.

(iv) The preference shares shall immediately upon redemption be deemed cancelled and each share certificate to which such share relates shall in consequence thereof be rendered null and void and of no effect whatsoever and shall not thereafter impose any obligation on the Company nor any right on the holder thereof in relation thereto.

(iv) The redemption consideration to be paid for the preference shares by the Company to the preference shareholder shall be fixed by a suitably qualified person who is not associated with or interested in the Company, as shall be determined by the Board of Directors of the Company.

(v) If prior to such redemption the Company be wound up the preference shareholders shall be entitled to a return on their | Issued and fully paid Preference shares |

investment as may be determined by the Board of Directors of the Company.

- (vi) A preference shareholder shall have the right to participate in a dividend and be entitled to receive such dividend on the basis of the following formula and on a preferential basis:

“One Percentage point above the one year Weighted Average Treasury Bill rate at the Primary Auctions held during the month of March of the preceding year as announced by the Public Debt Department of the Central Bank of Sri Lanka”.

6. The Company may purchase or otherwise acquire any of its own shares in accordance with the provisions of Sections 64 or 67 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.
7. 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.
8. (i) The Company may by Special Resolution : Power to consolidate and subdivide shares.
- (a) Consolidate all or any of its shares issued at the time, with the objective of reducing the number of shares in issue;
- (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 authorised by the Act. Reduction of Capital
9. The Company may, subject to the provisions of the Act pay a commission to any person subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in the Company but so that if the commission shall be paid or be payable out of capital, the statutory conditions and requirements, if any, in relation thereto, shall be observed and complied with and the commission shall not exceed ten per centum (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.
10. Except as required by law, no person shall be recognised by the Company as holding any share upon any trust, and the Company shall not be bound by or compelled in any way to recognise 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 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
11. (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 coupon or otherwise for the payment of future dividends on the shares included in such warrants. 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 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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| 12. (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 lodgement 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. | Issue of certificates |
| (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. | Transfer of a part of shares |
| (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 therefor and delivery of a certificate to one (1) of such persons or his duly authorized representative shall be sufficient delivery to all. | Joint holders of shares |
| (iv) | <p>(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>(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> | Execution of certificates |
| (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. | Renewal of certificates |

CALLS ON SHARES

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| 13. | 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 (2) 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 instalments if so determined by the Board. | Calls |
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| 14. | A call shall be deemed to have been made at the time when the resolution of the Board authorising the call was passed and may be made payable in instalments as communicated to the Shareholders in writing. | Time when made |
| 15. | The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof. | Liability of joint holders |
| 16. (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 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. 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 times of payment. | Power to
differentiate |
| (iv) | The Board may, if it thinks 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 a call 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 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. | Retention of
amounts due from
dividends for non
payment of calls |

FORFEITURE AND LIEN

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| 17. (i) | If a Shareholder fails to pay in full any call or instalment of a call on the day appointed for the 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 instalment 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 (28) days 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 non-payment in accordance therewith the shares on which the call was | Contents of the
notice |

made will be liable to be forfeited.

18. 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. The Board may accept a surrender of any share liable to be forfeited hereunder.
- Forfeiture on non compliance with notice
- Surrender In lieu of forfeiture
19. 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. 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 shares forfeited or surrendered
20. A Shareholder whose shares have been forfeited or surrendered shall cease to be a holder 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 ten per centum (10%) per annum (or such lower 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 are forfeited or surrendered
21. (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 (14) days 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 shall 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
22. 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
- Title to shares forfeited or surrendered or sold to satisfy a lien

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.

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| 23. | 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, as if the same had been payable by virtue of a call duly made and notified. | Provisions on forfeiture to apply where sums are payable at a fixed time. |
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TRANSFER OF SHARES

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| 24. | Subject to such restrictions 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 |
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| 25. | 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 Shareholders in respect thereof. | Execution |
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| 26. | Notwithstanding anything to the contrary contained in these Presents, 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 |
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| 27. | Notwithstanding any provision in these Presents suggesting the contrary, shares listed on the Colombo Stock Exchange shall be freely transferable and registration of the transfer of such listed 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 |
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| 28. | The Board may in their absolute discretion and without assigning any reason therefor, 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 (2) 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 may be 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 |
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REGISTRATION OF TRANSFERS

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| 29. | 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 |
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| 30. (i) | The Company may, subject to the provisions of the Act, suspend the registration of transfers and close the Register of Shareholders at such times 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 be closed for any time or times exceeding in the whole thirty | Suspension of registration & closure of the Share Register |
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(30) working days in each year.

- (ii) 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

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, 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 of 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 thinks 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 un-registered executors etc.

GENERAL MEETINGS

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 (6) 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 place as the Board shall appoint. Annual General Meetings
- (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
36. All General Meetings other than the Annual General Meetings shall be called Extraordinary General Meetings. The Board may whenever it thinks fit convene an Extraordinary General Meeting. Extraordinary General Meetings
37. The Board shall, on the requisition of Shareholders holding (at the date of the deposit of the requisition) shares which carry not less than ten per centum (10%) 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 requirements of the Act. Requisition of Meetings

38. (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. Resolutions in writing of Shareholders
- (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. Rights of Shareholders who did not sign

NOTICE OF GENERAL MEETINGS

39. 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 (15) working 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 notice is served or deemed to be served and of the day for which it is given) given in the manner hereinafter mentioned to such Shareholders as are under the provisions of these Presents entitled to receive such notice from the Company and to the Auditors. Notice
- 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: Short Notice
- (a) in the case of an Annual General Meeting, by all the Shareholders entitled to attend and vote thereat; and
- (b) in the case of any other General Meeting, by the Shareholders having the right to attend and vote at the Meeting being Shareholders together holding shares which carry not less than ninety five per centum (95%) of the voting rights, on each issue to be considered and voted on at that Meeting.
40. Notice of Meetings shall be served in the manner provided for in these Presents and shall be served on Serving of Notice
- (a) 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;
- (b) 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;
- (c) the Directors; and
- (d) 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 Shareholder entitled thereto shall not invalidate the proceedings of 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 at the Meeting 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
- (a) In the case of an Annual General Meeting, the notice shall also specify the Meeting as such.

- (b) The notice shall set out:
- (i) 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 thereto; and
 - (ii) 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.
- (a) the declaration of dividends;
 - (b) the consideration of the balance sheet, the report of the Directors and Auditors, and other accounts and documents that may be required to be annexed to the balance sheet;
 - (c) 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;
 - (d) the election of Directors in the place of those retiring by rotation or otherwise; and
 - (e) approving donations.
44. Any irregularity in a notice of meeting is waived if: Waiver of any irregularity in the notice
- (a) all the Shareholders entitled to attend and vote at the Meeting attend the meeting without protest as to the irregularity; or
 - (b) all such Shareholders agree to the waiver.

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. Three (3) Shareholders present in person or by proxy or attorney or (in the case of a corporation) by an authorized representative 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 purposes. Quorum
47. If within half an hour 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 (1)] shall be a quorum for all purposes. 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 holding 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 Adjournment

immediately.

57. 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. Continuanace of business after demand for poll.

VOTES OF SHAREHOLDERS

58. 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 an individual is present in person, by proxy, by attorney or by authorised representative; or being a corporation is present by an authorized representative or by proxy or attorney, shall have one (1) vote. Votes of Shareholders
- 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 (1) vote for each share held by him. Voting rights on a Poll
59. In the case of joint-holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy or by attorney or by an 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 stands in the Register of Shareholders in respect of the joint holding. Voting rights of Joint-holders
60. 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 twenty-four (24) hours before the time appointed for the taking of the poll. Voting rights of lunatic Shareholders
61. No objection shall be raised as 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
62. On a poll, votes may be given either personally or by proxy or by attorney or by authorized representative. A person entitled to more than one (1) vote need not use all his votes or cast all the votes he uses in the same way. Votes on a poll
63. The instrument appointing a proxy shall be in writing and in the case of an individual shall be signed by the appointor or by his attorney; and in the case of a corporation shall be signed in such manner as is stipulated by its Articles of Association or other constitutional documents. Execution of proxies
64. A proxy need not be a Shareholder of the Company. A Shareholder shall not be entitled to appoint more than one (1) proxy to attend on the same occasion. A proxy holder need not be a Shareholder
65. 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 (48) hours 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
66. An instrument appointing a proxy shall be in the following form or in a form as near thereto as circumstances permit: Form of Proxy

SEYLAN BANK PLC

I/We,..... of
 being a
 Shareholder/Shareholders of the abovenamed Company, hereby appoint
 of
 failing him
 of
 as my/our
 proxy to represent me/us and to speak 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 the day of 20.., and at any adjournment
 thereof and at every Poll which may be taken in consequence thereof.

Signed this day of20.....

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| 67. (i) | Any form of proxy issued by the Company may be so worded that a Shareholder may direct his proxy to vote either for or against any of the resolutions to be proposed. | Directions to a Proxy holder |
| (ii) | 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 a Proxy holder |
| (iii) | The proxy-holder shall have the right to demand or join in demanding a poll. | Right to demand a Poll |
| (iv) | 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 Meetings |
| 68. | (a) 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 |
| | (b) 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

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| 69. | 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. | Authorised Representative |
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DIRECTORS

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| 70. (i) | The Directors shall not be less than seven (7) nor more than thirteen (13) in number. Subject to the Statutes, the Company may from time to time, by Special Resolution, increase or reduce the number of Directors. | Number of Directors |
| 71. | The shareholding qualification for Directors may be fixed by the Company at a general meeting and until and unless so fixed no qualification shall be required. | Share Qualification |

DUTIES OF DIRECTORS

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| 72. | The Board may determine and approve the remuneration of the Directors (excluding any remuneration payable under any other provision of these Presents) and such remuneration shall be divided among the Directors in such manner as they shall from time to time determine and shall accrue <i>di</i> | Board's power to determine remuneration |
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die in diem. The Company may by Ordinary Resolution also vote extra remuneration for the Directors or for any Director and either for one (1) year or for any longer or shorter period.

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| 73. | 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 businesses of the Company or may pay to any Director such allowances as the Board thinks proper in respect of such expenses. | Expenses |
| 74. | Any Director, who serves on any committee or who otherwise performs any 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 |
| 75. | Subject to the statutes, a Director may hold any other office or place of profit under the Company (other than the office of Auditor); 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 professional capacity for the Company (other than as Auditor) 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. |
| 76. | <p>(a) 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.</p> <p>(b) 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 may be) subject to the provisions of the Act.</p> <p>(c) 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 76 (a) above.</p> <p>Subject to the provisions of the Statutes and save as to the manner provided thereunder no Director shall be disqualified by his office from contracting with the Company, whether as vendor, purchaser or otherwise.</p> | Board to utilize voting power |
| 77. | 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. | Contracts with the Company |
| 78. | <p>Subject to the provisions of the Statutes, a Director of a Company who is interested in a transaction entered into or to be entered into by the Company may:</p> <p>(a) attend the meeting of Directors at which a matter relating to the transaction arises and be included among the Directors present at the meeting for the purpose of a quorum;</p> <p>(b) vote on a matter relating to the transaction;</p> <p>(c) sign a document relating to the transaction on behalf of the Company; and</p> <p>(d) do any other thing in his capacity as a Director in relation to the transaction</p> <p>as if he was not interested in the transaction; Provided that he had made due</p> | Directors powers to act or participate at Meetings irrespective of any interest. |

DIRECTORS' INTERESTS

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| 78. | <p>Subject to the provisions of the Statutes, a Director of a Company who is interested in a transaction entered into or to be entered into by the Company may:</p> <p>(a) attend the meeting of Directors at which a matter relating to the transaction arises and be included among the Directors present at the meeting for the purpose of a quorum;</p> <p>(b) vote on a matter relating to the transaction;</p> <p>(c) sign a document relating to the transaction on behalf of the Company; and</p> <p>(d) do any other thing in his capacity as a Director in relation to the transaction</p> <p>as if he was not interested in the transaction; Provided that he had made due</p> | Attendance at board meetings, voting etc. |
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disclosure of his interest therein.

EXECUTIVE DIRECTORS

79. (i) The Board may from time to time appoint one or more of their body to be an Executive Director including the Managing Director or Managing Directors, for such period and at such remuneration and upon such terms as to the duties to be performed, the powers to be exercised and all other matters as the Board may think fit, but so that no such Executive Director or Managing Director shall be vested with any powers or entrusted with any duties which the Board itself could not have exercised or performed,. The remuneration of such Executive Director or Managing Director may be by way of salary, commission, participation in profits, pension or retiring allowance, or by any or all of such modes. Appointment of Executive Directors
- (ii) An Executive Director including the Managing Director shall not, while he continues to hold that office, be subject to retirement by rotation, and he shall not be taken into account in determining the rotation of retirement of Directors. Such Director however shall, subject to the provisions of any contract between him and the Company, be subject to the same provisions as to resignation and removal as the other Directors of the Company and notwithstanding any contract between him and the Company, he shall be liable to be removed under the provisions of Article 80 (e) and (g) 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 of the following events : Vacation of office of Director
- (a) 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;
 - (b) if he becomes disqualified or prohibited by law from acting as a Director;
 - (c) if he becomes bankrupt or makes any arrangement or if he compounds with his creditors or is adjudicated an insolvent;
 - (d) if he be lunatic or become of unsound mind;
 - (e) if he be absent for three consecutive Meetings of the Board without the Board's approval and the Board resolves that his office be vacated;
 - (f) if being required to hold any share qualification, he does not obtain his share qualification after his appointment within such period as shall be determined by the Shareholders, or if at any time thereafter ceases to hold his share qualification, and so that a Director vacating office under this provision shall be incapable of being re-appointed a Director until he shall have obtained his qualification;
 - (g) if he (including a Managing Director) be requested to resign from office by a notice in writing signed by all his co-Directors (without prejudice to any claim by the Director for damages under any contract); or
 - (h) if he (including a Managing Director) 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.
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. Continuing Directors

82. At each Annual General Meeting one-third (1/3rd) of the Directors for the time being shall retire from office or, if their number is not a multiple of three (3), the number nearest to (but not greater than) one-third (1/3rd) shall retire from office; Provided that the Managing Director shall not be subject to retirement by rotation or be taken into account in determining the Directors to retire in each year.
- A Director retiring at a Meeting shall retain office until the close of the meeting including any adjournment thereof.
- Selection of Directors to retire
Retiring Director
83. The Directors to retire at each Annual General Meeting shall be those who, being subject to retirement by rotation, 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 the Board 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 may, at the Meeting at which a Director retires in manner aforesaid, 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:
- (a) at such Meeting it is expressly resolved not to fill such vacated office; or
- (b) the resolution for the re-election of such Director is put to the Meeting and lost; or
- (c) 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
- (d) the default is due to the contravention of the next following Article.
- Filling of vacated office
85. Except as otherwise provided for by the Act, 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. 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:
- (a) 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;
- (b) the Company has received an intimation in writing signed by the person to be proposed of his willingness to be so appointed; and
- (c) 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.
- Appointment of Directors by the Company at a General Meeting
Notice of intention to appoint Director
Director to retire by rotation
87. The Company may by an Ordinary Resolution of which Special Notice has been given to the Company in terms of Section 145 of the Act and subject to Section 206 of the Act, remove any Director before the expiration of his period of office.
- Removal of Directors
88. The Company may, by Ordinary Resolution of which Special Notice has been given to the Company, in terms of Section 145 of 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 of Director to fill a vacancy caused by removal from office
Board's power to fill a vacancy

89. The Board shall have power at any time and from time to time, to 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 or under these Presents. Any Director so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for election, but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.
- Board's power to appoint Directors

PROCEEDINGS OF DIRECTORS

90. The Board may meet together at any place in or outside Sri Lanka for the dispatch of business, adjourn and otherwise regulate their meetings as the Board thinks fit.
- Meetings of the Board
- A Director may and on the request of a Director, the Secretary shall at any time summon a meeting of the Board by giving Notice to each Director.
- Power to summon Meetings
91. The Notice of the Meeting of the Board shall be given whether by facsimile or otherwise to all Directors in Sri Lanka at least seven (7) working days (or a lesser period if agreed to by all the Directors) before the date of the Meeting. The notice shall be accompanied by an agenda of the Meeting (unless the agenda be incorporated in the notice itself) and may also include all documents or copies thereof as may be relevant to the Meeting. It shall not be necessary to give notice of the Meeting of the Board who is for the time being outside Sri Lanka.
- Notice and Agenda
- An 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
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 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.
- Meetings by audio or audio visual means
- Procedure
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. (a) The quorum necessary for the transaction of business of the Board may from time to time be determined by the Board and, unless and until so determined the quorum shall be minimum five (5) members or shall be above 50% of the number on the Board whichever is higher with the majority of number present being represented by non-executive directors and subject to the provisions of the Banking Act No. 30 of 1988 as amended from time to time. Directors participating in a meeting by teleconference shall be counted as present at that meeting for the purpose of ascertaining the quorum.
- Quorum
- (b) A meeting of the Board for the time being at which the required quorum is present throughout shall be competent to exercise all powers and discretions 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
- Adjournment of an inquorate Meeting

time appointed for holding the Meeting, the adjourned Meeting shall stand cancelled.

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| 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. | The Board may appoint and remove a Chairman and Deputy Chairman of the Board at their Meetings and may determine the period for which they are to hold office. The Chairman or in his absence the Deputy Chairman so appointed shall preside as Chairman at 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 fifteen (15) minutes after the time appointed for holding the same, the Directors present may choose one of their number to be Chairman of the Meeting. | Appointment of Chairman/Deputy Chairman |
| 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.

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. | Vacation of office |
| 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, provided that such Directors shall not be less than the number required to form a quorum of the meeting of the Directors, shall be as valid and effectual as if it were a resolution passed at a Meeting of the Board duly convened and held and may consist of several documents in the like form, each signed by one or more of the 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 Sixth (6) Schedule to 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. | Powers delegation of |
| 102. | The meetings and proceedings of any such committee consisting of two (2) 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 acts of Directors in spite of some formal defect |

ALTERNATE DIRECTORS

104. Any Director may at any time, by notice in writing left at the office, appoint any person to be his Alternate to act in his place for such period as the appointor may stipulate and such appointment shall become effective upon approval thereof by the Board. Appointment of alternate directors
- The following provisions of this Article shall apply to an Alternate Director appointed hereunder.
- (a) an Alternate Director shall not in respect of such appointment:
- (i) be entitled to receive any remuneration from the Company; nor
- (ii) be required to hold any share qualification. Provisions applicable to Alternate Directors
- (b) The Board may repay the 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 the Board may think proper in respect of these expenses.
- (c) An Alternate Director shall be entitled to receive notices (on his giving an address for such notices to be served upon him) 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 at such meeting to perform all the functions of his appointor as a Director in the absence of such appointor. If an Alternate Director is also a Director in his own right he shall have at any Board meeting two (2) votes, one (1) vote in his own right and one (1) vote in his capacity as an Alternate Director.
- (d) 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 on the happening of any of the following events, that is to say:
- (i) if the appointment of the Alternate Director is revoked by his appointor;
- (ii) 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;
- (iii) if the Alternate Director resigns by a notice in writing given under his hand to the Company;
- (iv) if the Alternate Director shall become a bankrupt or makes any arrangement or compounds with his creditors or is adjudicated an insolvent;
- (v) if the Alternate Director be lunatic or becomes of unsound mind; or
- (vi) if the Board resolves 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.
- (e) 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.
- (f) 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 does 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.

BORROWING POWERS

105. (i) The Board may exercise all the powers of the Company to borrow money, and Power to borrow

- may mortgage or charge its undertaking, property and any part thereof but not its uncalled or unpaid capital, and may issue debentures, debenture-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.
- money and give security
- (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 it shall consider to be for the benefit of the Company.
- Bonds, debentures etc subject to control of the Board
- (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.
- Assignment free of equities
106. All certificates for debentures, debenture-stock, loan stock or other securities (other than shares) issued in terms of these Presents shall be issued under the Seal of the Company.
- Certificates to be issued under seal

GENERAL POWERS OF DIRECTORS

107. The business of the Company shall be managed by the Board who may exercise all such powers of the Company and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by the Statutes or by these Presents required to be exercised or done by the Company at a General Meeting subject nevertheless to the provisions of these Presents; of the Statutes; and to any regulations as may be made by the Shareholders by Ordinary Resolution (to the extent that such regulations are not inconsistent with the provisions of these Presents or of the Statutes). 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.
- Board to manage Company's business
- General powers of the Board
108. 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 the Board shall from time to time think proper and shall carry on the business of the Company in such a manner as the Board may think most expedient.
- Power to make rules and regulations
109. The Board may appoint any person or persons to be the attorney or attorneys of the Company either generally or in relation to a specified matter 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 the Board may think fit, and any such Power of Attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney or attorneys as the Board may think fit and the Board may also authorize any such attorney or attorneys to sub-delegate all or any of the powers, authorities and discretions vested in him/them.
- Power to appoint attorneys

MINUTES

110. The Board shall cause proper minutes to be entered in books kept for that 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; and
- (c) of all resolutions and proceedings at all General Meetings of the Company and 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

111. (i) The Company shall at all times have a Secretary. Secretary
- Subject to the provisions of the Act, the Board may from time to time appoint and employ and at its discretion remove, any individual, qualified in terms of the Act or the Regulations thereunder to hold office as Secretary, as the Secretary of the Company (in these Presents called "the Secretary"). The remuneration of the Secretary shall be agreed to by the Board and the Secretary. Appointment and removal
- (ii) The duties of the Secretary shall, unless otherwise determined by the Board include: Duties
- (a) keeping all records and registers required by the Statutes to be kept by the Company;
 - (b) recording and maintaining the minutes of meetings of the Company, the Board or Committees 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 also (where it appoints an individual as the Secretary) appoint and employ any other person as Assistant Secretary. Appointment of an Assistant Secretary
- Subject to the provisions of the Act the Board may at any time appoint and employ a temporary substitute (qualified in terms of the Act or the Regulations thereunder 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

AUTHENTICATION AND CERTIFICATION OF DOCUMENTS

112. 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: Power to authenticate and certify documents
- (a) 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
 - (b) to certify copies of any of the above stated or extracts therefrom as true copies or extracts.

CONTRACTS

113. Any contract or other enforceable obligation to be executed in terms of Section 19 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

114. (i) (a) Subject to Article 114 (i) (b) and (c), the Company may make distributions to Shareholders in accordance with section 56 of 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 Re-purchase and Redemption of Shares & the declaration of interim dividends requiring Board approval.

	thereon.	
	(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
(ii)	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 on all fully paid shares in respect whereof the dividend is paid (without reference to the consideration paid per share).	Manner of payment of dividends
(iii)	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
(iv)	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
(v)	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
115.	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.	Board's power to pay a fixed cumulative dividend
116.	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.
117.	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 therefrom.	Deduction of debts due to Company
118.	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.
119.	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 Shareholder in respect of such shares or shall duly transfer the same.	Retention of Dividends on a transmission or transfer of shares
120. (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.	Unclaimed/forfeited dividends
(ii)	Subject to the provisions of the Act and upon the recommendation of the Board the Company may at General Meeting by Ordinary Resolution direct the 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.	Payment of dividends in specie./Scrip dividend
(iii)	Where any difficulty arises in regard to such distribution, the Board may settle the same as the Board thinks expedient and in particular may issue fractional certificates and fix the value for distribution of such specific assets or any part	Fractions

thereof and 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.

121. (i) 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 in consequence of the death or bankruptcy of the holder, to any of such persons or to such person and 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.
- (ii) 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 payable by cheque

Dividends due to joint-holders

Receipts by Joint Holders

CORPORATE DOCUMENTS AND REGISTERS

122. (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 Section 116(4) of the Act) the documents stated in Section 116 of the Act.
- (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.

Registers

Division of Share Register

ACCOUNTS AND ANNUAL REPORT

123. (i) The Board shall ensure that the Company keeps accounting records which:
- (a) correctly record and explain the Company's transactions;
 - (b) enable the financial position of the Company to be determined at any time with reasonable accuracy;
 - (c) enable the Board to prepare Financial Statements in accordance with the Act; and
 - (d) enable the Financial Statements of the Company to be readily and properly audited.
- (ii) The Board shall in accordance with the provisions of the Act cause to be prepared within six (6) months after the Balance Sheet date of the Company, an Annual Report on the affairs of the Company during the accounting period ending on such Balance Sheet date and such Report shall be prepared and be signed in the manner stated in the Act.

Maintenance and preparation of accounting records

Preparation of the Annual Report

AUDITORS

124. (i) At every Annual General Meeting the Company must appoint an Auditor for the following year in accordance with Section 154 of the Act. An Auditor who is appointed at an Annual General meeting shall be deemed to be reappointed at the following Annual General Meeting, unless:
- (a) the Auditor is not qualified for re-appointment; or
 - (b) the Company resolves at that Meeting to appoint another person in his place; or

Appointment of auditor

(c) the Auditor has given written notice to the Company of the Auditor's unwillingness to be re-appointed.

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

- (ii) 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. Right of Auditors

SEAL

125. (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 that behalf. Use of the Seal
- (ii) Every instrument to which the Seal of the Company shall be affixed shall be signed by a Director and shall be counter signed by the Secretary or by a second Director or by some other person appointed by the Board for the purpose. The affixation of the Seal & attestation
- The sealing shall not be attested by one person in the dual capacity of Director and Secretary or representative of the Secretaries.
- (iii) Any document sealed in accordance with the foregoing provisions of this Article shall be presumed to have been executed by the Company. Presumption of execution by Company
- (iv) The Company may have an official Seal for use abroad, and such Seal shall be used in the manner and for the purposes authorised and approved by the Board. Power to have a seal for use abroad

RESERVES

126. (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

CAPITALIZATION OF PROFITS AND RESERVES

127. The Company may, upon the recommendation of the Board, in General Meeting 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 Shareholders 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:
- (a) paying up any amounts for the time being unpaid on any shares held by
- Power to capitalize profits

such Shareholders respectively or

- (b) paying up in full unissued shares or debentures or securities of the Company to be allotted and distributed and 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.

128. Whenever a 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, as the case may be, and generally shall do all acts and things required to give effect thereto. Capitalization of profits

129. Where shares, debentures or securities become distributable in fractions, the Board shall have full power to make provision to issue fractional certificates; make payment in cash or otherwise as the Board think fit; sell all or any of such fractions; or 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 of, any shares to which they may be entitled to upon such capitalization and credited as fully paid up; 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; or any part of the amounts remaining unpaid on their existing shares or the appointment of 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

NOTICES

130. Every Shareholder, whether resident in Sri Lanka or not, shall furnish the Company with an address in Sri Lanka as the place to which any communication intended for him may be sent by the Company and which address shall be deemed to be his registered address for the purpose of these Presents. Shareholders to furnish an address in Sri Lanka

131. (i) Any notice or document (including a share certificate) may be served by the Company on or sent to any Shareholder either personally or by sending it through the post in a prepaid letter addressed to such Shareholder at his registered address. Service of Notice

Where a notice or other document is served by post, service shall be deemed to be effective at the expiration of twenty-four (24) hours 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. 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. Deemed served

(ii) 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. Notice by Facsimile or by electronic means

132. In respect of joint-holdings, any notice and/or documents shall be given to that one of the joint-holders whose name stands first in the Register of Shareholders and shall be sufficient service of such notice and/or documents to all the joint-holders unless such joint holders in writing direct otherwise. Service of notice on joint holders

133. (i) A person entitled to a share in consequence of the death, 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 notices, shall be entitled to have served upon him at such address any notice or document to which the Shareholder but for his death, bankruptcy or insolvency would have been entitled. Such service shall for all purposes be deemed to be a sufficient service of such notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share. Service of notice after death, bankruptcy or insolvency

Save as aforesaid any notice or document delivered or sent by post to or left

at the registered address of any Shareholder in pursuance of these Presents shall notwithstanding that such Shareholder be then dead, bankrupt or insolvent and whether or not the Company have had notice of his death, 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.

134. 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
- Any notice required to be or which may be given by advertisement shall unless otherwise required by the Statutes be published once in the Sinhala, Tamil and English national daily newspapers.
135. A copy of every notice and/or document sent to all Shareholders relating to a Meeting of Shareholders shall be sent to the Company's Auditors. Notice to be served on Auditors

INSURANCE AND INDEMNITY

136. (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 employee;
- (b) Costs incurred by such Director or employee in defending or settling any claim or proceeding relating to any such liability; or
- (c) Costs incurred by that Director or employee in defending any criminal proceedings in which he is acquitted.
- (ii) The Company shall indemnify every Director and/or employee of the Company or of a related company against any costs incurred in the course of defending any proceeding that relates to any act or omission in his capacity of Director or other official capacity, 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 Section 526 of the Act. Power to indemnify
- (iii) The Company may also indemnify a Director or employee in circumstances where Article 136 (ii) does not apply to the extent permitted by Section 218(3) of the Act, if the Board considers it appropriate to do so.

DECLARATION OF SECRECY

137. 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 Board before entering upon his duties, sign a declaration pledging himself to observe 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 Presents mentioned or with the provisions of the Act. Secrecy
138. No Shareholder shall be entitled except to the extent permitted by the Act 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

ADMINISTRATORS

139. 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 Appointment of an Administrator

purposes as set out in Section 401(2) of the Act.

WINDING UP

140. 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

LIABILITY OF SHAREHOLDERS

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

Names, Addresses and Descriptions
of Shareholders

Signature

JIVAKA LALITH BHUPENDRA KOTELAWALA,
No. 13, Dickman's Lane,
Colombo 05.

Company Director

(Sgd)

DR.GAMIINI COREA,
' Horton Lodge'
21, Horton Place
Colombo 07

Consultant

(Sgd)

DR. POLWATTEARACHCHIGE ROMIEL ANTHONIS,
No, 161, Dharmapala Mawatha,
Colombo 07.

Medical Practitioner

(Sgd)

TUDOR KULATILAKA,
No. 2, Pepiliyana Mawatha,
Nugegoda.

Consultant

(Sgd)

DAYA RANJIT SENANAYAKE,
No. 9, Ecrin Place,
Colombo 8.

Company Director

(Sgd)

MRS SICILLE PRIYA CARMINI KOTELAWALA,
No. 13, Dickman's Lane,
Colombo 05.

Company Director

(Sgd)

ALAGIAH DANIEL JEGASOTHY,
'Treville',
Welisara,
Ragama.

Company Director, Attorney-at-Law & Notary Public

(Sgd)

ALAVI IBRAHIM MARCAN MARKAR
No. 147, Dharmapala Mawatha,
Colombo 07.

Company Director

(Sgd)

This Twenty Sixth day of August One Thousand Nine Hundred and Eighty Seven.