

COMPANY NO. 1397169

A PUBLIC COMPANY LIMITED BY SHARES

MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

PRUDENTIAL PUBLIC LIMITED COMPANY

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ARTICLES OF ASSOCIATION

of

PRUDENTIAL PUBLIC LIMITED COMPANY

(adopted by a special resolution passed on 25 May 2023)

Preliminary

Exclusion of other regulations

1. No regulations or articles set out in any statute, or in any statutory instrument or other subordinate legislation made under any statute, concerning companies shall apply as the regulations or articles of the Company.

Definitions

2. In these Articles, except where the subject or context otherwise requires:

Act means the Companies Act 2006 including any modification or re-enactment of it for the time being in force;

Address, includes any number or address used for the purposes of sending or receiving documents or information by electronic means;

Articles means these articles of association as altered from time to time by special resolution;

auditors means the auditors of the Company;

the Bank of England base rate means the base lending rate most recently set by the Monetary Policy Committee of the Bank of England in connection with its responsibilities under Part 2 of the Bank of England Act 1998;

the board means the directors or any of them acting as the board of directors of the Company;

certificated share means a share in the capital of the Company that is not an uncertificated share and references in these Articles to a share being held in certificated form shall be construed accordingly;

clear days in relation to the sending of a notice means the period excluding the day on which a notice is sent or deemed to be sent and the day for which it is sent or on which it is to take effect;

clearing house means a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange of such jurisdiction;

Companies Acts means every statute (including any orders, regulations or other subordinate legislation made under it) from time to time in force concerning companies in so far as it applies to the Company;

Company means Prudential public limited company;

director means a director of the Company;

electronic platform means any form of electronic platform and includes, without limitation, website addresses, application technology and conference systems;

employees' share scheme has the meaning given by section 1166 of the Act;

entitled by transmission means, in relation to a share in the capital of the Company, entitled as a consequence of the death or bankruptcy of the holder or some other event which gives rise to the transmission of the share by operation of law;

holder in relation to a share in the capital of the Company means the member whose name is entered in the register as the holder of that share;

Hong Kong Listing Rules means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;

hybrid general meeting means a general meeting held at a physical location where simultaneous participation is enabled via an electronic platform(s);

legislation means every statute (and any orders, regulations or other subordinate legislation made under it) applying to the Company;

(e) Purchase

- (i) Subject to the provisions of the Companies Acts and any other applicable laws, the Company may at any time and from time to time purchase any Preference Shares upon such terms as the board shall determine.
- (ii) Upon the purchase of any Preference Share the nominal amount of such share comprised in the capital of the Company shall thereafter be reclassified as a Preference Share (of the same class as the Preference Share so purchased) without any further resolution or consent being required.

(f) Restriction on capitalisation

If so determined by the board prior to the date of allotment of any series of Preference Shares, save with the written consent of the holders of three-quarters in nominal value of, or the sanction of a special resolution passed at a separate General Meeting of the holders of, such series of Preference Shares, the board shall not, pursuant to Article 169, capitalise any part of the amounts available for distribution and referred to therein if after such capitalisation the aggregate of such amounts would be less than such multiple, if any, as may be determined by the board prior to the date of allotment of such series of Preference Shares, of the aggregate amount of the dividends (exclusive of any associated tax credit) payable in the twelve month period following such capitalisation on the Preference Shares of such series then in issue and any other Preference Shares then in issue expressed to rank *pari passu* therewith as regards participation in profits.

(g) Priority

- (i) Except as may be determined otherwise by the board prior to the date of allotment of any series of any class of Preference Shares, save with the written consent of the holders of three-quarters in nominal value of, or the sanction of a special resolution passed at a separate General Meeting of the holders of, such series of such class of Preference Shares, the board shall not authorise or create, or increase the amount of, any shares of any class or any security convertible into shares of any class ranking as regards rights to participate in the profits or assets of the Company (other than on a redemption or purchase by the Company of any such shares) in priority to such series of such class of Preference Shares;

- (ii) The special rights attached to any series of any class of Preference Shares allotted or in issue shall not (unless otherwise provided by their terms of issue) be deemed to be varied by the creation or issue of any new Shares ranking as regards participation in the profits or assets of the Company in some or all respects *pari passu* with or after such Preference Shares. Any new Shares ranking *pari passu* with such Preference Shares in some or all respects may without their creation or issue being deemed to vary the special rights attached to any Preference Share then in issue either carrying rights identical in all respects with such Preference Shares or any of them or rights differing therefrom in any respect, including, but without prejudice to the generality of the foregoing, in that:
- (A) the rate of or means of calculating the dividend may differ and the dividend may be cumulative or non-cumulative;
 - (B) the new Shares or any series thereof may rank for dividend as from such date as may be provided by the terms of issue thereof and the dates for payment of dividend may differ;
 - (C) the new Shares may be denominated in Sterling or in any Foreign Currency;
 - (D) a premium may be payable on return of capital or there may be no such premium;
 - (E) the new Shares may be redeemable at the option of the holder or of the Company, or may be non-redeemable and if redeemable at the option of the Company, they may be redeemable at different dates and on different terms from those applying to the Preference Shares; and
 - (F) the new Shares may be convertible into ordinary shares or any other class of shares ranking as regards participation in the profits and assets of the Company *pari passu* with or after such Preference Shares in each case on such terms and conditions as may be prescribed by the terms of issue thereof.

General meetings

- Convening general meetings**
52. The board shall determine whether a general meeting is to be held as a physical general meeting or as a hybrid general meeting. The board may call general meetings whenever and at such times and places as it shall determine.
- Notice of general meetings**
53. The board shall specify in the notice calling the general meeting whether the meeting will be a physical general meeting or a hybrid general meeting. Such notice shall also specify the time, date and place of the general meeting (including, in the case of a hybrid general meeting, the relevant electronic platform(s)).
- General meetings at more than one place**
54. The board may resolve to enable persons entitled to attend a general meeting to do so by simultaneous attendance and participation at another place anywhere in the world designated by the directors as a satellite meeting place. The members present in person or by proxy at satellite meeting places shall be counted in the quorum for, and entitled to vote at, the general meeting in question, and that meeting shall be duly constituted and its proceedings valid if the chair of the general meeting is satisfied that adequate facilities are available throughout the general meeting to ensure that members attending at all the meeting places are able to:
- (a) participate in the business for which the meeting has been convened;
 - (b) hear and see all persons who speak (whether by the use of microphones, loudspeakers, audio-visual communications equipment or otherwise) in the principal meeting place and any satellite meeting place; and
 - (c) be heard and seen by all other persons so present in the same way.
- If a person is attending or participating in a meeting by means of an electronic facility, it is immaterial where that person is or how that person is able to communicate with others who are attending and participating. The general meeting shall be deemed to take place at the principal meeting place. The chair need not be present at the principal meeting place.
- Hybrid general meetings**
55. Without prejudice to Article 54, the board may resolve to enable persons entitled to attend a hybrid general meeting to do so by simultaneous attendance by electronic means on the electronic platform(s) and pursuant to the arrangements specified in the notice of general meeting. The members or their proxies present shall be counted in the quorum for, and entitled to vote at, the general meeting in question, and that

meeting shall be duly constituted and its proceedings valid if the chair of the general meeting is satisfied that adequate facilities are available throughout the hybrid general meeting to ensure that members attending the hybrid general meeting who are not present together at the same place may, by electronic means, attend and speak and vote at it. The board may make arrangements for any documents which are required to be made available to the meeting to be accessible electronically to members or their proxies. All persons seeking to attend and participate in a hybrid general meeting by way of electronic facility shall be responsible for having in place the necessary means to enable them to do so. Subject to the right of the chair to adjourn a general meeting under these Articles, any inability of a person to attend or participate in a hybrid general meeting by means of electronic facility, or any interruption to a person being so able, shall not invalidate the proceedings of that meeting.

**Interruption
or
adjournment
where
facilities
inadequate**

56. If it appears to the chair of the general meeting that:
- (a) the facilities at the principal meeting place or any satellite meeting place, and/or
 - (b) (in the case of a hybrid general meeting) the electronic platform(s), facilities or security,

have become inadequate for the purposes referred to in Articles 54 and 55, then the chair may in their absolute discretion, without the consent of the meeting, interrupt or adjourn the general meeting and/or, in the case of a hybrid general meeting, change the electronic platform(s). All business conducted at that general meeting up to the time of that adjournment shall be valid. The provisions of Article 71 shall apply to that adjournment.

**Other
arrangements
for viewing
and hearing
proceedings**

57. The board may make arrangements in its absolute discretion for persons entitled to attend a general meeting or an adjourned general meeting to be able to view and hear the proceedings of the general meeting or adjourned general meeting and to speak at the meeting (whether by the use of microphones, loudspeakers, audio-visual communications equipment or otherwise) by attending at a venue anywhere in the world not being a satellite meeting place. Those attending any such venue shall, unless the general meeting is being held as a hybrid general meeting and they are properly attending such hybrid general meeting by electronic means in accordance with Article 55, not be regarded as present at the general meeting or adjourned general meeting and shall not be entitled to vote at the meeting at or from that venue. The inability for any reason of any member present in person or by proxy at such a venue to view or hear all or any of the proceedings of the physical

general meeting or to speak at the meeting shall not in any way affect the validity of the proceedings of the meeting.

**Article 57
arrangements**

58. Notices of general meetings shall include details of any arrangements made for the purpose of Article 57 (making clear that participation in those arrangements will not amount to attendance at the meeting to which the notice relates).

**Controlling
level of
attendance at
physical
general
meetings**

59. The board may from time to time make any arrangements for controlling the level of attendance at any venue for which arrangements have been made pursuant to Article 57 (including without limitation the issue of tickets or the imposition of some other means of selection) which it in its absolute discretion considers appropriate, and may from time to time change those arrangements. If a member, pursuant to those arrangements, is not entitled to attend in person or by proxy at a particular venue, they shall be entitled to attend in person or by proxy at any other venue for which arrangements have been made pursuant to Article 57. The entitlement of any member to be present at such venue in person or by proxy shall be subject to any such arrangement then in force and stated by the notice of meeting or adjourned meeting to apply to the meeting.

**Change in
place/
electronic
platform
and/or time of
meeting**

60. If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the board decides that it is impracticable or unreasonable, for a reason beyond its control, to hold

- (a) a physical general meeting at the declared place (or any of the declared places, in the case of a meeting to which Article 54 applies) or
- (b) in the case of a hybrid general meeting, to simultaneously hold the hybrid general meeting on the electronic platform(s) specified in the notice,

and/or time, it may change the place (or any of the places, in the case of a meeting to which Article 54 or 55 applies) and/or postpone the time at which the meeting is to be held. If such a decision is made, the board may then change the place (or any of the places, in the case of a meeting to which Article 54 or 55 applies) and/or postpone the time again if it decides that it is reasonable to do so. In either case:

- (a) no new notice of the meeting need be sent, but the board shall, if practicable, advertise the date, time and place of the meeting in such manner as the board may, in its absolute discretion, determine; and

- Directors entitled to speak** 69. A director shall, notwithstanding that they are not a member, be entitled to attend and speak at any general meeting and at any separate meeting of the holders of any class of shares in the capital of the Company.
- Adjournment: chair's powers** 70. The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place. No business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. In addition (and without prejudice to the chair's power to adjourn a meeting conferred by Article 56), the chair may adjourn the meeting to another time and place without such consent if it appears to them that:
- (a) it is likely to be impracticable to hold or continue that meeting because of the number of members wishing to attend who are not present; or
 - (b) the unruly conduct of persons attending the meeting prevents or is likely to prevent the orderly continuation of the business of the meeting; or
 - (c) an adjournment is otherwise necessary so that the business of the meeting may be properly conducted.
- Adjournment: procedures** 71. Any such adjournment may be for such time and to such other place (or, in the case of a meeting held at a principal meeting place and a satellite meeting place, such other places) as the chair may, in their absolute discretion determine, notwithstanding that by reason of such adjournment some members may be unable to be present at the adjourned meeting. Any such member may nevertheless appoint a proxy for the adjourned meeting either in accordance with Article 88(a) or by means of an instrument which, if delivered (including by electronic means) by the member at the meeting which is adjourned to the chair or the secretary or any director, shall be valid even though it is given at less notice than would otherwise be required by Article 88(a). If the continuation of an adjourned meeting is to take place three months or more after it was adjourned, notice of the adjourned meeting shall be given as in the case of the original meeting. Except where these Articles otherwise require, it shall not be necessary to send any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- Amendments to resolutions** 72. If an amendment is proposed to any resolution under consideration but is in good faith ruled out of order by the chair, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. With the consent of the chair, an amendment may be withdrawn by its proposer before it is voted on. No amendment to a resolution duly

shall ensure that no proxy is appointed to exercise the votes which any other proxy has been appointed by that member to exercise. If a member (including one that is a clearing house or its nominee) appoints more than one proxy and the proxy forms appointing those proxies would give those proxies the apparent right to exercise votes on behalf of the member in a general meeting over more shares than are held by the member, then each of those proxy forms will be invalid and none of the proxies so appointed will be entitled to attend, speak or vote at the relevant general meeting.

Delivery/receipt of proxy appointment

88. Without prejudice to Article 60(b) or to the second sentence of Article 71, the appointment of a proxy shall:

(a) in the case of an instrument, be delivered personally or by post to the office or such other place within the United Kingdom as may be specified by or on behalf of the Company for that purpose:

(i) in the notice convening the meeting, or

(ii) in any form of proxy sent by or on behalf of the Company in relation to the meeting,

not less than 48 hours before the time appointed for holding the meeting or adjourned meeting (or any postponed time appointed for holding the meeting pursuant to Article 60) at which the person named in the appointment proposes to vote;
or

(b) in the case of an appointment made by electronic means, where an address has been specified by or on behalf of the Company for the purpose of receiving appointment of proxies by electronic means:

(i) in the notice convening the meeting, or

(ii) in any form of proxy sent by or on behalf of the Company in relation to the meeting, or

(iii) in any invitation sent by electronic means to appoint a proxy issued by or on behalf of the Company in relation to the meeting,

be received at that address not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
or

delivered or received which is unresolved at the commencement of a general meeting shall be referred to the chair, whose decision shall be final and conclusive. The proceedings at a general meeting shall not be invalidated where an appointment of a proxy in respect of that meeting is sent in electronic form as provided in these Articles, but because of a technical problem it cannot be read by the recipient.

Rights of proxy 91. The proxy appointment shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The proxy appointment shall, unless it provides to the contrary, be valid for any adjournment of the meeting as well as for the meeting to which it relates.

Revocation of authority 92. A vote given or poll demanded by a proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding the poll unless notice of the determination was either delivered or received as mentioned in the following sentence not later than the last time at which an appointment of proxy should have been received in order to be valid for use at the meeting or on the holding of the poll at which the vote was given or the poll demanded. Such notice of determination shall be either by means of an instrument delivered to the office or to such other place within the United Kingdom as may be specified by or on behalf of the Company in accordance with Article 88(a) or delivered in electronic form to the address (if any) specified by or on behalf of the Company in accordance with Article 88(b), regardless of whether any relevant proxy appointment was effected by means of an instrument or by electronic means. For the purpose of this Article, such a notice of determination delivered in electronic form need not comprise writing if the board has determined that the relevant proxy appointment in electronic form need not comprise writing.

Company investigations

Part 22 of the Companies Act 2006 93. If at any time the board is satisfied that any member, or any other person appearing to be interested in shares held by such member, has been duly served with a notice under section 793 of the Act (a “**section 793 notice**”) and is in default for the prescribed period in supplying to the Company the information thereby required, or, in purported compliance with such a notice, has made a statement which is false or inadequate in a material particular, then the board may, in its absolute discretion at any time thereafter by notice (a “**direction notice**”) to such member direct that:

(a) In respect of the shares in relation to which the default occurred (the “**default shares**”, which expression includes any

of the directors be applicable for any purpose to which the profits of the Company may be properly applied and pending such application may at the like discretion be invested or employed in the business of the Company as the directors may decide. The directors may also without placing the same to any reserve carry forward any profits which they may think it prudent to carry forward.

Power to capitalise

169. The board may with the authority of an ordinary resolution of the Company:
- (a) subject to the provisions of this Article, resolve to capitalise any undistributed profits of the Company not required for paying any preferential dividend (whether or not they are available for distribution) or any sum standing to the credit of any reserve or other fund (including retained earnings), including without limitation the Company's share premium account and capital redemption reserve, if any;
 - (b) appropriate the sum resolved to be capitalised to the members or any class of members on the record date specified in the relevant resolution who would have been entitled to it if it were distributed by way of dividend and in the same proportions;
 - (c) apply that sum on their behalf either in or towards paying up the amounts, if any, for the time being unpaid on any shares held by them respectively, or in paying up in full unissued shares, debentures or other obligations of the Company of a nominal amount equal to that sum but the share premium account, the capital redemption reserve, and any profits which are not available for distribution may, for the purposes of this Article, only be applied in paying up unissued shares to be allotted to members credited as fully paid and where the amount capitalised is applied in paying up in full unissued shares, the Company will also be entitled to participate in the relevant distribution in relation to any shares of the relevant class held by it as treasury shares and the proportionate entitlement of the relevant class of members to the distribution will be calculated accordingly;
 - (d) allot the shares, debentures or other obligations credited as fully paid to those members, or as they may direct, in those proportions, or partly in one way and partly in the other;
 - (e) where shares or debentures become, or would otherwise become, distributable under this Article in fractions, make such provision as they think fit for any fractional entitlements including without limitation authorising their sale and transfer

to any person, resolving that the distribution be made as nearly as practicable in the correct proportion but not exactly so, ignoring fractions altogether or resolving that cash payments be made to any members in order to adjust the rights of all parties;

- (f) authorise any person to enter into an agreement with the Company on behalf of all the members concerned providing for either:
 - (i) the allotment to the members respectively, credited as fully paid, of any shares, debentures or other obligations to which they are entitled on the capitalisation; or
 - (ii) the payment up by the Company on behalf of the members of the amounts, or any part of the amounts, remaining unpaid on their existing shares by the application of their respective proportions of the sum resolved to be capitalised,

and any agreement made under that authority shall be binding on all such members; and

- (g) generally do all acts and things required to give effect to the ordinary resolution.

Record dates

Record dates for dividends etc.

- 170. Notwithstanding any other provision of these Articles, the Company or the board may:
 - (a) determine any date as the record date for any dividend, distribution, allotment or issue, which may be on or at any time before or after any date on which the dividend, distribution, allotment or issue is recommended, paid or made;
 - (b) for the purpose of determining which persons are entitled to attend and vote at a general meeting of the Company, or a separate general meeting of the holders of any class of shares in the capital of the Company, and how many votes such persons may cast, specify in the notice of meeting a time, not more than 48 hours before the time determined for the meeting, by which a person must be entered on the

register in order to have the right to attend or vote at the meeting; changes to the register after the time specified by virtue of this Article 170(b) shall be disregarded in determining the rights of any person to attend or vote at the meeting; and

- (c) for the purpose of sending any notice or other document or information pursuant to these Articles, the Companies Acts or other rules and regulations applicable to the Company, determine that the persons entitled to receive such notices, documents or information are those persons entered on the register at the close of business on a day determined by the Company or the board, which day shall not be more than 21 days before the day that such the relevant notice, document or information is sent.

Inspection of records and registers

Rights to inspect records

171.

- (a) No member shall (as such) have any right to inspect any accounting records or other book or document of the Company except as conferred by statute or authorised by the board or by ordinary resolution of the Company or order of a court of competent jurisdiction.
- (b) Any branch register held in Hong Kong shall, during normal business hours (subject to such reasonable restrictions as the directors may impose), be open to inspection by members.

Notices

Methods of Company sending notice

172. The Company shall send any notice or other document or information pursuant to these Articles, the Companies Acts or other rules and regulations applicable to the Company to a member by whichever of the following methods it may in its absolute discretion determine:

- (a) personally; or
- (b) by posting the notice or other document in a prepaid envelope addressed, in the case of a member, to their

registered address, or in any other case, to the person's usual address; or

- (c) by leaving the notice or other document at that address; or
- (d) if the member has agreed (generally or specifically) that the document or information may be sent or supplied using electronic means (and has not revoked that agreement), by sending the notice or other document using electronic means to such address (if any) for the time being notified to the Company by or on behalf of the member for that purpose (generally or specifically); or
- (e) in accordance with Article 173; or
- (f) by any other method approved by the board.

**Website
publication by
Company**

173. The Company may also send any notice or other document or information pursuant to these Articles, the Companies Acts or other rules and regulations applicable to the Company to a member by publishing that notice or other document or information on a website where:

- (a) the member has agreed (or is taken to have agreed in accordance with the Companies Acts) to them having access to the notice or document or information on a website (instead of it being sent to them);
- (b) the notice or document is one to which that agreement applies
- (c) the member is notified, in writing, of:
 - (i) the publication of the notice or document on a website;
 - (ii) the address of that website;
 - (iii) the place on that website where the notice or document may be accessed, and how it may be accessed; and
- (d) the notice or document is published on that website throughout the publication period, provided that, if the notice or document is published on that website for a part, but not all of, the publication period, the notice or document shall be treated as being published throughout that period if the failure to publish that notice or document throughout that period is wholly attributable to circumstances which

it would not be reasonable to have expected the Company to prevent or avoid.

**Publication
Period**

174. In Article 173 *publication period* means:
- (a) in the case of a notice of an adjourned meeting pursuant to Article 71 a period of not less than seven clear days before the date of the adjourned meeting, beginning on the day following that on which the notification referred to in Article 173(c) above is sent or (if later) is deemed sent;
 - (b) in the case of a notice of a poll a period of not less than seven clear days before the taking of the poll, beginning on the day following that on which the notification referred to in Article 173(c) above is sent or (if later) is deemed sent;
 - (c) otherwise, for the applicable notice period specified in these Articles or any applicable provision of the Companies Act; and
 - (d) in any other case, a period of not less than 28 days, beginning on the day following that on which the notification referred to in Article 174(c) above is sent or (if later) is deemed sent.

**Methods of
member etc.
sending notice**

175. Unless otherwise provided by these Articles, a member or a person entitled by transmission to a share shall send any notice or other document pursuant to these Articles to the Company by whichever of the following methods they may in their absolute discretion determine:
- (a) by posting the notice or other document in a prepaid envelope addressed to the office; or
 - (b) by leaving the notice or other document at the office; or
 - (c) by sending the notice or other document by electronic means to such address (if any) for the time being notified by or on behalf of the Company for that purpose.

**Notice to joint
holders**

176. In the case of joint holders of a share, all notices or other documents shall be sent to the joint holder whose name stands first in the register in respect of the joint holding. Any notice or other document so sent shall be deemed for all purposes sent to all the joint holders. Anything to be agreed or specified in relation to any notice, document or other information to be served on or sent or supplied to joint holders may be agreed or specified by any one of the joint holders

and the agreement or specification of the senior shall be accepted to the exclusion of that of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.

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|---|--|
| Registered address outside UK | 177. A member whose registered address is not within the United Kingdom, Channel Islands or the Isle of Man and who sends to the Company an address within the United Kingdom, Channel Islands or the Isle of Man at which a notice or other document may be sent to them by instrument, or an address to which a notice or other document may be sent to them by electronic means, shall be entitled to have notices or other documents sent to them at that address, or, where applicable, by making them available on a website and notifying the holder at that address, but otherwise: <ul style="list-style-type: none">(a) no such member shall be entitled to receive any notice or other document from the Company; and(b) without prejudice to the generality of the foregoing, any notice of a general meeting of the Company which is in fact sent or purports to be sent to such member shall be ignored for the purpose of determining the validity of the proceedings at such general meeting. |
| Deemed receipt of notice | 178. A member present, either in person or by proxy, at any meeting of the Company or of the holders of any class of shares in the capital of the Company shall be deemed to have been sent notice of the meeting and, where requisite, of the purposes for which it was called. |
| Terms and conditions for electronic communications | 179. The board may from time to time issue, endorse or adopt terms and conditions relating to the sending of notices, other documents and proxy appointments by the Company in electronic form to members or persons entitled by transmission and by members or persons entitled by transmission to the Company. |
| Notice to persons entitled by transmission | 180. A notice or other document may be sent by the Company to the person or persons entitled by transmission to a share by sending it in any manner the Company may choose, as authorised by these Articles, for the sending of a notice or other document to a member, addressed to them by name, or by the title of a representative of the deceased, or trustee of the bankrupt or by any similar description at the address (if any) in the United Kingdom as may be supplied for that purpose by or on behalf of the person or persons claiming to be so entitled. Until such an address has been supplied, a notice or other document may be sent in any manner in which it might have been sent if the death or bankruptcy or other event giving rise to the transmission had not occurred. |

Transferees etc. bound by prior notice	181. Every person who becomes entitled to a share shall be bound by any notice in respect of that share which, before their name is entered in the register, has been sent to a person from whom they derive their title, provided that no person who becomes entitled by transmission to a share shall be bound by any direction notice sent under Article 93 to a person from whom they derive their title.
Proof of sending/when notices etc. deemed received by post	<p>182. Proof that an envelope containing a notice or other document was properly addressed, prepaid and posted shall be conclusive evidence that the notice or document was sent. Proof that a notice or other document contained in electronic form was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators current at the date of adoption of these Articles, or, if the board so resolves, any subsequent guidance so issued, shall be conclusive evidence that the notice or document was sent. A notice or other document sent by the Company to a member by post shall be deemed to be received:</p> <p>(a) if sent by first class post or special delivery post from an address in the United Kingdom to another address in the United Kingdom, the Channel Islands or the Isle of Man, or by a postal service similar to first class post or special delivery post from an address in another country to another address in that other country, on the day following that on which the envelope containing it was posted;</p> <p>(b) in any other case, on the second day following that on which the envelope containing it was posted.</p>
When notices etc. deemed received by electronic means	183. A notice or other document sent by the Company to a member by electronic means shall be deemed received by the member on the same day on which it was sent to the member. Such a notice or other document sent by the Company shall be deemed received by the member on that day notwithstanding that the Company becomes aware that the member has failed to receive the relevant notice or other document for any reason and notwithstanding that the Company subsequently sends a hard copy of such notice or other document by post to the member. Any notice, document or other information made available on a website shall be deemed to have been received on the first day of the publication period (as defined in Article 174) or, if later, when a notice of availability is received or deemed to have been received pursuant to this Article.
Notice includes website notification	184. Except when the subject or context otherwise requires, in Articles 2, 175, 176, 177, 178, 179, 180, 181, 182, and 183, references to a notice include without limitation references to any notification

required by the Companies Acts or these Articles in relation to the publication of any notices or other documents on a website.

**Notice during
disruption of
services**

185. If at any time the Company is unable effectively to convene a general meeting by notices sent through the post in the United Kingdom, by electronic means or by making it available on the website, as a result of the suspension or curtailment of postal services in the United Kingdom or of the relevant communication system in the United Kingdom, notice of general meeting may be sufficiently given to the members affected by advertisement in the United Kingdom. Any notice given by advertisement for the purpose of this Article shall be advertised in at least one newspaper having a national circulation. If advertised in more than one newspaper, the advertisements shall appear on the same date. Such notice shall be deemed to have been sent to all persons who are entitled to have notice of meetings sent to them on the day when the advertisement appears. In any such case, the Company shall send confirmatory copies of the notice by post or by electronic means to the persons entitled to receive them or, where applicable, notify the affected members of availability on the website, if at least seven days before the meeting the sending or supply of notices by post, by electronic means or by making it available on a website has again become generally possible.

**Untraced
members:
notices**

186. If on three consecutive occasions notices sent through the post to any member at their registered address or their address for the service of notices have been returned undelivered, or if, after any one such occasion, the board or any committee authorised by the board on their behalf are of the opinion, after making all reasonable enquiries, that any further notices to such member would, if sent as aforesaid, likewise be returned undelivered, such member shall not thereafter be entitled to receive notices from the Company until they shall have communicated with the Company in respect of their shares and supplied in writing to the transfer office a new registered address or address within the United Kingdom, Channel Islands or the Isle of Man for the service of notices.

187. Where a member has been sent a notice, document or other information by the Company otherwise than in hard copy form, the Company will, without charge, send a copy of such notice, document or other information in hard copy form to the member concerned within 21 days after receipt by the Company of a request in writing therefor from such member.

Destruction of documents

Power of Company to destroy documents

188. The Company shall be entitled to destroy:
- (a) all instruments of transfer of shares which have been registered, and all other documents on the basis of which any entry is made in the register, at any time after the expiration of six years from the date of registration;
 - (b) all dividend mandates, variations or cancellations of dividend mandates, and notifications of change of address at any time after the expiration of two years from the date of recording;
 - (c) all share certificates which have been cancelled at any time after the expiration of one year from the date of the cancellation;
 - (d) all paid dividend warrants and cheques at any time after the expiration of one year from the date of actual payment;
 - (e) all proxy appointments which have been used for the purpose of a poll at any time after the expiration of one year from the date of use; and
 - (f) all proxy appointments which have not been used for the purpose of a poll at any time after one month from the end of the meeting to which the proxy appointment relates and at which no poll was demanded.

Presumption in relation to destroyed documents

189. It shall conclusively be presumed in favour of the Company that:
- (a) every entry in the register purporting to have been made on the basis of an instrument of transfer or other document destroyed in accordance with Article 188 was duly and properly made;
 - (b) every instrument of transfer destroyed in accordance with Article 188 was a valid and effective instrument duly and properly registered;

(c) every share certificate destroyed in accordance with Article 188 was a valid and effective certificate duly and properly cancelled; and

(d) every other document destroyed in accordance with Article 188 was a valid and effective document in accordance with its recorded particulars in the books or records of the Company,

but:

(e) the provisions of this Article and Article 188 apply only to the destruction of a document in good faith and without notice of any claim (regardless of the parties) to which the document might be relevant;

(f) nothing in this Article or Article 188 shall be construed as imposing on the Company any liability in respect of the destruction of any document earlier than the time specified in Article 188 or in any other circumstances which would not attach to the Company in the absence of this Article or Article 188; and

(g) any reference in this Article or Article 188 to the destruction of any document includes a reference to its disposal in any manner.

Untraced shareholders

Power to dispose of shares of untraced shareholders

190. The Company shall be entitled to sell, at the best price reasonably obtainable, the certificated shares of a member or the shares to which a person is entitled by transmission if:

(a) there has been a period of six years during which at least three dividends in respect of the shares in question have become due for payment and all dividend warrants and cheques which have been sent in the manner authorised by these Articles in respect of the shares in question have remained uncashed (the “**relevant period**”);

(b) before sending the notice referred to in Article 190(c), the Company has used such efforts as it considers reasonable to trace the member or other person, including engaging, if

considered appropriate, a professional asset reunification company;

- (c) the Company has on expiry of the relevant period sent a notice to the last known address of such member or other person, stating that it intends to sell the shares;
- (d) only if the relevant shares are registered on the branch register in Hong Kong, the Company has, on expiry of the relevant period, complied with any obligation under the Hong Kong Listing Rules for it to publish advertisements in the newspapers in Hong Kong giving notice of its intention to sell the shares;
- (e) during the relevant period and the period of three months following the later of (i) (if relevant) publication of the advertisements referred to in Article 190(d) (or, if published on different dates, the first date) and (ii) the date on which the notice referred to in Article 190(c) is sent, the Company has received no indication either of the whereabouts or of the existence of such member or person; and
- (f) only if the relevant shares are registered on the branch register in Hong Kong, notice has been sent to the Hong Kong Stock Exchange of the Company's intention to make such sale before the publication of the advertisements referred to in Article 190(d).

The Company shall also be entitled to sell at the best price reasonably obtainable at the time of sale any additional shares in the Company issued either in certificated form or as uncertificated shares during the relevant period in right of any share to which paragraph (a) of this Article applies (or in right of any share so issued), if the criteria in paragraphs (a) to (f) (to the extent relevant) are satisfied in relation to the additional shares.

Transfer on sale 191. To give effect to any sale pursuant to Article 190, the board may:

- (a) where the shares are held in certificated form, authorise any person to sign an instrument of transfer of the shares to, or in accordance with the directions of, the buyer; or
- (b) where the shares are held in uncertificated form, do all acts and things it considers necessary or expedient to effect the transfer of the shares to, or in accordance with the directions of, the buyer.

Effectiveness of transfer 192. An instrument of transfer signed by that person in accordance with Article 191(a) shall be as effective as if it had been signed by the holder of, or person entitled by transmission to, the shares. An exercise by the Company of its powers in accordance with Article 191(a) shall be as effective as if exercised by the registered holder of or person entitled by transmission to the shares. The transferee shall not be bound to see to the application of the purchase money, and their title to the shares shall not be affected by any irregularity in, or invalidity of, the proceedings in reference to the sale.

Proceeds of sale 193. The net proceeds of sale shall belong to the Company which shall be obliged to account to the former member or other person previously entitled for an amount equal to the net proceeds. The Company shall enter the name of such former member or other person in the books of the Company as a creditor for that amount. In relation to the debt, no trust is created and no interest is payable. The Company shall not be required to account for any money earned on the net proceeds of sale, which may be used in the Company's business or invested in such a way as the board from time to time thinks fit. If no valid claim for the net proceeds has been received by the Company during a period of two years from the date on which the relevant shares were sold by the Company in accordance with Articles 190 to 192, the net proceeds will be forfeited and will belong to the Company (and, accordingly, such former member or other person shall no longer be a creditor of the Company in respect of such proceeds).

Indemnity

Indemnity to directors and officers 194. The Company may indemnify any director, officer or employee of the Company or of any associated company against any liability and may purchase and maintain for any director, officer or employee of the Company or of any associated company insurance against any liability. No director of the Company or of any associated company shall be accountable to the Company or the members for any benefit provided pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the Company.

Dispute Resolution

Dispute Resolution 195. Any proceeding, suit or action: (i) between a shareholder in that shareholder's capacity as such and the Company and/or its directors arising out of or in connection with these Articles or

otherwise; and/or (ii) to the fullest extent permitted by law, between the Company and any of its directors in their capacities as such or as employees of the Company, including all claims made by or on behalf of the Company against its directors; and/or (iii) between a shareholder in that shareholder's capacity as such and the Company's professional service providers and/or (iv) between the Company and the Company's professional service providers arising in connection with any claim within the scope of this Article 195 (iii), may only be brought in the courts of England and Wales, for this purpose "court" shall mean any court of competent jurisdiction or other competent authority including, for the avoidance of doubt, a court or authority in any jurisdiction which is not a signatory to the New York Convention. Damages alone may not be an adequate remedy for any breach of Article 195, so that in the event of a breach or anticipated breach, the remedies of injunction and/or an order for specific performance would in appropriate circumstances be available.