

Number of
Company

318958

Form No. 41.

THE COMPANIES ACT, 1929.



A 5s.
Companies
Registration
Fee Stamp
must be
impressed
here

DECLARATION of Compliance with the requirements of the
Companies Act, 1929, on application for registration of a Company.

Pursuant to Section 15 (2).

REGISTERED
29 SEP 1936

Insert the
Name of the
Company

I.A. & N. NOMINEES

LIMITED.

Presented by

Linklaters & Paines,

2 Bond Court, Walbrook, E.C.4.

The Solicitors' Law Stationery Society, Limited,
22 Chancery Lane, W.C.2; 27 & 28 Walbrook, E.C.4; 49 Bedford Row, W.C.1; 6 Victoria Street, S.W.1;
15 Hanover Street, W.1; 19 & 21 North John Street, Liverpool, 2; 77 Colmore Row, Birmingham, 3,
and 66 St. Vincent Street, Glasgow.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

I, SAMUEL HAROLD BROWN

of 2 Bond Court, Walbrook, London, E.C.4.

(a) Here insert:
"A Solicitor of the
"Supreme Court"
(or in Scotland
"an Enrolled Law
"Agent") "engaged
"in the formation."

or
"A person named
"in the Articles of
"Association as a
"Director or
"Secretary."

Do solemnly and sincerely declare that I am (a) a Solicitor of the
Supreme Court engaged in the formation

of I. A. & N. Nominees Limited

Limited, and that all the requirements of the Companies Act, 1929,
in respect of matters precedent to the registration of the said
Company and incidental thereto have been complied with, and I make
this solemn Declaration conscientiously believing the same to be true
and by virtue of the provisions of the "Statutory Declarations Act, 1835."

Declared at 2 Bond Court

in the City of London

the 23rd day of September 1936

SH Brown

Before me,

Eagar Kentish

Number of }
Company }

318958

Form No. 25.

THE STAMP ACT 1891.

(54 & 55 VICT., CH. 39.)

COMPANY LIMITED BY SHARES.

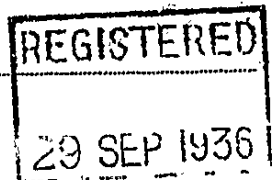


Statement of the Nominal Capital

OF

I. A. & N. NOMINEES LIMITED

LIMITED.



Pursuant to Section 112 of the Stamp Act 1891, as amended by Section 7 of the Finance Act 1899, Section 39 of the Finance Act 1920, and Section 41 of the Finance Act 1933.

NOTE.—The Stamp Duty on the Nominal Capital is Ten Shillings for every £100 or fraction of £100.

This Statement is to be filed with the Memorandum of Association or other Document when the Company is registered.

Presented by

Linklaters & Paines,

2 Bond Court, Walbrook, E.C.4.

THE SOLICITORS' LAW STATIONERY SOCIETY, LIMITED,
22 Chancery Lane, W.C.2, 27 & 28 Walbrook, E.C.4, 49 Bedford Row, W.C.1, 6 Victoria Street, S.W.1,
15 Hanover Street, W.1, 19 & 21 North John Street, Liverpool, 2, 77 Colmore Row, Birmingham, 3,
66 St. Vincent Street, Glasgow, G.2.

PRINTERS AND PUBLISHERS OF COMPANIES' BOOKS AND FORMS.

THE NOMINAL CAPITAL

OF

I. A. & N. NOMINEES LIMITED

, Limited,

is £ 100, divided into 100

Shares of £1. each.

*Signature

Sinkler & Parry

Officer

Dated the 23rd day of September 1936

* This Statement should be signed by an Officer of the Company.

318958

REGISTERED

29 SEP 1936

THE COMPANIES ACT, 1929.



COMPANY LIMITED BY SHARES.



Memorandum of Association

OF

I. A. & N. Nominees Limited.

1. The name of the Company is "I. A. AND N. NOMINEES LIMITED."

2. The registered office of the Company will be situate in England.

3. The only objects for which the Company is established are to accept the transfer into the name of the Company and hold such shares, stocks, bonds and other securities as may from time to time be transferred to it, in due course to transfer the same out of the name of the Company, and for or in connection with the foregoing to open and operate such Banking accounts as may be considered necessary or expedient.

4. The liability of the members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each.

6. No share in the Company shall confer upon its holder any interest in assets or profits of the Company save only if and for so long as such holder is a member of the Stock Exchange, London and a partner in the firm of Ian Anderson & Nairn.

B.1453.



3189

2

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Descriptions of Subscribers.	Number of Shares taken by each Subscriber.
<i>J. Cookson</i> <i>2 Bond Court</i> <i>Walbrook E.C.4</i> <i>Clerk</i>	<i>One</i>
<i>E. Rudland</i> <i>2 Bond Court</i> <i>Walbrook E.C.4</i> <i>Clerk</i>	<i>One</i>

DATED the *24th* day of *September*, 1936.

WITNESS to the above signatures:--

Sts Bros,
2 Bond Court,
Walbrook, E.C.4
Clerk



fe.
g. n.
50

I.

1.
 where
 Regul
 panies
 50, 64
 not ap

2

318958

REGISTERED

29 SEP 1936



3

THE COMPANIES ACT, 1929.



COMPANY LIMITED BY SHARES.

Articles of Association

OF

AND

I. A. & N. Nominees Limited.

TABLE "A."

1. Except as hereinafter otherwise expressly provided or where inconsistent with the provisions hereinafter contained, the Regulations in Table "A" in the First Schedule to the Companies Act, 1929 shall apply to the Company. Clauses 19, 45, 50, 64, 69, 71, 72, and 73 to 77 inclusive, of Table "A" shall not apply.

2. The Company is a Private Company and accordingly:—

(A) The right to transfer shares in the Company shall be restricted in manner hereinafter appearing.

(B) The number of Members of the Company (exclusive of persons who are in the employment of the Company, and of persons who, having been formerly in the employment of the Company were, whilst in such employment, and have continued after the determination of such employment to be, Members of the

732



Company), shall be limited to fifty; provided that where two or more persons hold one or more shares in the Company jointly they shall for the purposes of this paragraph be treated as a single Member.

- (c) No invitation shall be made to the public to subscribe for any shares or debentures of the Company.

3. In its application to the Company Clause 3 of Table "A" shall be modified by cancelling the second sentence of such clause and by substituting the following, viz.: To every such separate General Meeting all the provisions of these presents relating to general meetings or to the proceedings thereat shall, *mutatis mutandis*, apply, except that the necessary quorum shall be two persons at least holding or representing by proxy one-half in nominal amount of the issued shares of the class (but so that if at any adjourned meeting of such holders a quorum as above defined is not present, those Members who are present in person or by proxy shall be a quorum), and that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively. The special rights conferred upon the holders of any shares or class of shares issued with preferred or other special rights shall not, unless otherwise expressly provided by the conditions of issue of such shares, be deemed to be modified by the creation or issue of further shares ranking *pari passu* therewith.

TRANSFER OF SHARES.

4. (A) No share in the Company shall be transferred without the consent of the Directors to be testified by their registering the transfer, and the Directors shall have an absolute discretion to refuse to register the transfer of any share to any person who is not already a shareholder.

(ii) Every transfer of shares shall be left at the Registered Office of the Company accompanied by the Certificate of the

shares to which it relates and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer.

(c) The Directors may as a condition of registering any transfer or of registering any Probate, Letters of Administration, Marriage Certificate or other document in any way affecting the title of any person to any share or as a condition of making any entry in the Share Register, require a fee not exceeding 2s. 6d. to be paid to the Company in respect thereof.

PROCEEDINGS AT GENERAL MEETINGS.

5. No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. Two Members present in person or by proxy shall be a quorum for all purposes.

6. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by any member and, unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried, or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book of the proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.

DIRECTORS.

7. The number of Directors shall not be less than one nor more than ten. The first Directors of the Company shall be Ian Anderson, Douglas Gordon Nairn, John Ingraham Paine, Ivan Charles Price, and Edward Fitzhardinge Peyton Gage.

THE SEAL.

8. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of two Directors or of one Director and of the Secretary or one of the Joint Secretaries and such Directors or Director and the Secretary or Joint Secretary as the case may be shall sign every instrument to which the Seal of the Company is so affixed in their presence.

DISQUALIFICATION OF DIRECTORS.

9. A Director shall *ipso facto* vacate office :—

- (A) If he ceases to be a Member of the Stock Exchange, London.
- (B) If he becomes bankrupt or compounds with his creditors or has a Receiving Order made against him.
- (C) If he is found lunatic or becomes of unsound mind or if the Directors resolve that he is physically or mentally incapable of performing his duties.
- (D) If he resigns his office in writing.
- (E) If he be requested in writing by all the other Directors to resign.

No Director shall be disqualified by his position as Director from entering into any contract or arrangement with the Company, and (subject to the obligation to disclose the nature of his interest in manner prescribed by law) a Director may vote in respect of any such contract or arrangement in which he may be in any way interested, and shall be counted in a quorum notwithstanding his interest and may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom. A Director may hold any other office or place of profit under the Company other than that of Auditor.

PROCEEDINGS OF DIRECTORS.

10. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the country in which the Board Meeting is to be held. A resolution in writing signed by all Directors for the time being shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.

NOTICES.

11. The last sentence of Article 103 of Table "A" shall not apply to the Company, and the following sentence shall be substituted therefor, viz:—

103A. Any notice or other document, if served by post, shall be deemed to have been served at the time when the letter, envelope, card or wrapper containing the same is put into the post office, and in proving such service it shall be sufficient to prove that the letter, envelope, card or wrapper containing the notice or document was properly addressed and put into the post office.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.

J. Cookson
2 Bond Court
Walbrook. E.C. 4
Clerk

E. Rudland
2 Bond Court
Walbrook. E.C. 4.
Clerk

DATED the 24th day of September, 1936.

WITNESS to the above signatures:—

S.S. Brook,
2 Bond Court,
Walbrook E.C. 4
Clerk

Certificate of Incorporation

I Hereby Certify,

T. A. AND N. NOMINES LIMITED

Assistant Registrar of Companies.

Arthur J. Thomas

Wm. H. Hall

Date 29 Sept 1936

No. 318958.

30

The Companies Act, 1948.



COMPANY LIMITED BY SHARES.

REGISTERED

21st FEB 1957

Special Resolutions

OF

I. A. AND N. NOMINEES LIMITED

Passed 18th January 1957.

At an EXTRAORDINARY GENERAL MEETING of the above-named Company, duly convened, and held on Friday, the 18th day of January 1957, the following Special Resolutions were duly passed :—

SPECIAL RESOLUTIONS.

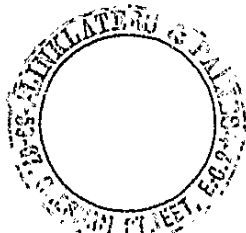
1. That the provisions of the Memorandum of Association of the Company with respect to its objects be altered by the insertion in line 5 of clause 3 before the words "and for or in connection with" of the words "and to exercise any and all rights and benefits attaching to or resulting from or consequent upon the holdings of any such shares, stocks, bonds and other securities or renounce the same."

2. That clause 6 of the Memorandum of Association of the Company be amended by the addition at the end thereof of the words "or their successors in business."

S.L.2050

[P.T.O.]

77



21 FEB 1957

3. That the Articles of Association of the Company be amended in the manner following :—

(A) By the insertion, under the heading "Shares", of the following new Article 3A—

"3A. Clause 2 of Table A shall apply to the Company as if at the end thereof there were added the following proviso :—

'Provided that no share shall be allotted or issued to any person other than a partner in the firm of Anderson & Nairn, Members of The Stock Exchange, London, or their successors in business being Members of such Stock Exchange.'

(B) By the insertion at the end of paragraph (A) of Article 4 of the words : "provided that no share shall be transferred to any person other than a partner in the firm of Anderson & Nairn, Members of The Stock Exchange, London, or their successors in business being Members of such Stock Exchange."

(C) By the deletion of Article 7 and the substitution therefor of the following new Article :—

"7. The number of Directors shall not be less than one nor more than fifteen. No person shall be appointed a Director of the Company other than a partner of the firm of Anderson & Nairn, Members of The Stock Exchange, London, or their successors in business being Members of such Stock Exchange."

(D) By the insertion after paragraph (E) of Article 9 of the following new paragraph (F) :—

"(F) If he ceases to be a partner in the firm of Anderson & Nairn, Members of The Stock Exchange, London, or their successors in business being Members of such Stock Exchange."


F. S. BASSETT,

Secretary.

No of Copy. 318958/31

I hereby certify that this is a copy of the Memorandum of Association of I. A. and N. Nominees Limited as amended by Special Resolution passed 18th January 1957

J. B. Bennett.
Secretary
J. C. W.

The Companies Act, 1929

11/2
COMPANY LIMITED BY SHARES

Memorandum of Association

OF

I. A. AND N. NOMINEES LIMITED

(As amended by Special Resolution passed 18th January, 1957)



1. The name of the Company is "I. A. AND N. NOMINEES LIMITED."

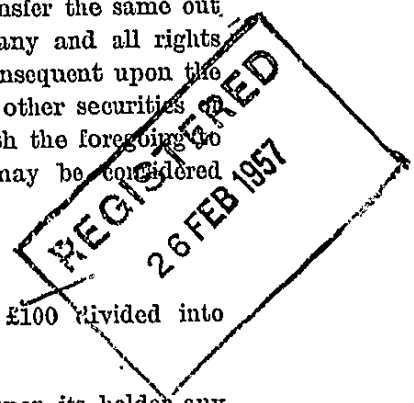
2. The registered office of the Company will be situate in England.

3. The only objects for which the Company is established are to accept the transfer into the name of the Company and hold such shares, stocks, bonds and other securities as may from time to time be transferred to it, in due course to transfer the same out of the name of the Company, and to exercise any and all rights and benefits attaching to or resulting from or consequent upon the holdings of any such shares, stocks, bonds and other securities or renounce the same, and for or in connection with the foregoing to open and operate such Banking accounts as may be considered necessary or expedient.

4. The liability of the members is limited.

5. The share capital of the Company is £100 divided into 100 shares of £1 each.

6. No share in the Company shall confer upon its holder any interest in assets or profits of the Company save only if and for so long as such holder is a member of the Stock Exchange, London and a partner in the firm of Ian Anderson & Nairn or their successors in business.



We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
J. COOKSON, 2, Bond Court, Walbrook, E.C.4, Clerk.	One
E. RUDLAND, 2, Bond Court, Walbrook, E.C.4, Clerk.	One

Dated the 24th day of September, 1936.

Witness to the above signatures :—

S. G. BROOK,
2, Bond Court,
Walbrook, E.C.4,
Clerk.

3

THE COMPANIES ACTS 1948 TO 1976

Notice of new accounting reference date given during the course of an accounting reference period

Pursuant to section 3(1) of the Companies Act 1976

A

Please do not write in this binding margin

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number

72

318958

*delete if inappropriate

Note

Please read notes 1 to 5 overleaf before completing this form

Name of company

I. A. AND N. NOMINEES

Limited*

hereby gives you notice in accordance with section 3(1) of the Companies Act 1976 that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

15 04

†delete as appropriate

The current accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and ~~[is to be treated as having come to an end]~~ [will come to an end]† on

Day Month Year

15 04 1983

See note 4(c) and complete if appropriate

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 3(6)(c) of the Companies Act 1976, the following statement should be completed:

‡delete as appropriate

The company is a ~~[subsidiary]~~ [holding company] of

, company number

the accounting reference date of which is

FOR I. A. AND N. NOMINEES LIMITED

§delete as appropriate

Signed

K. M. M. M.

DIRECTOR

[Director] [Secretary] Date 24 JUN 1982

Presenter's name, address and reference (if any): J.H.P.

ANDERSON & CO.
62 LONDON WALL, EC2R 7DQ
PHONE: 01-638 1200 (15 LINES)
MEMBERS OF THE
STOCK EXCHANGE 012

For official use
General section

Post room



12/8

No: 318958

I.A. and N. Nominees Limited

At an Extraordinary General Meeting of the above named Company held on 29th May, 1987 the following resolution was passed as a special resolution.

Resolution

THAT the document initialled by the Chairman of the Meeting for identification be and hereby is adopted as the New Articles of Association of the Company.

.....
Secretary



THE COMPANIES ACT 1985

A COMPANY LIMITED BY SHARES

MSW

ARTICLES OF ASSOCIATION

of

I. A. AND N. NOMINEES LIMITED

PRELIMINARY

1. The regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (as amended) shall, except as hereinafter provided and so far as not inconsistent with the provisions of these Articles, apply to the Company to the exclusion of all other regulations or Articles of Association.

TRANSFER OF SHARES

2. The instrument of transfer of any share may be in usual form or in any other form which the Directors may approve and shall be signed by or on behalf of the transferor and by or on behalf of the transferee.

PROCEEDINGS AT GENERAL MEETINGS

3. (A) In the case of a corporation a resolution in writing may be signed on its behalf by a Director or the Secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 53 of Table A shall be extended accordingly.

(B) A resolution in writing signed by the holders of all of the issued Ordinary Shares shall be as valid and effective as if the same had been duly passed at a General Meeting of the Company duly convened and held and may consist of several documents in the like form, each signed by one or more persons. In the case of a corporation the resolution may be signed on its behalf by a director or the secretary thereof or by its duly appointed attorney or duly authorised representative. Regulation 53 of Table A shall be modified accordingly.

4. An instrument appointing a proxy (and, where it is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy



thereof) must either be delivered at such place or one of such places (if any) as may be specified for that purpose in or by way of note to the notice convening the meeting (or, if no place is so specified, at the registered office) at least one hour before the time appointed for holding the meeting or adjourned meeting or (in the case of a poll taken otherwise than at or on the same day as the meeting or adjourned meeting) for the taking of the poll at which it is to be used or be delivered to the Secretary (or the chairman of the meeting) on the day and at the place of, but in any event before the time appointed for holding, the meeting or adjourned meeting or poll. An instrument of proxy shall not be treated as valid until such delivery shall have been effected. Regulation 62 of Table A shall not apply.

NUMBER OF DIRECTORS

5. The Directors shall not be less than two nor more than seven in number. Regulation 64 of Table A shall be modified accordingly.

DELEGATION OF DIRECTORS' POWERS

6. The Directors may authorise the co-option to a committee of persons other than Directors and for such co-opted members to have voting rights as members of the committee but so that (i) the number of co-opted members shall be less than one-half of the total number of members of the committee and (ii) no resolution of the committee shall be effective unless a majority of the members of the committee present at the meeting are Directors. Regulation 72 of Table A shall be modified accordingly.

APPOINTMENT AND RETIREMENT OF DIRECTORS

7. The Directors shall not be subject to retirement by rotation and references thereto in Regulations 73 to 80 of Table A referred to in the Regulations shall be disregarded.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

8. The office of a Director shall be vacated in any of the events specified in Regulation 81 of Table A and also if he shall in writing offer to resign and the Directors shall resolve to accept such offer or if he shall have served upon him a notice in writing signed by all his co-Directors (being at least two in number) removing him from office as Director, but so that in the case of a Managing Director such removal shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company.

REMUNERATION OF DIRECTORS

9. Any Director who serves on any committee, or who otherwise performs services which in the opinion of the

Directors are outside the scope of the ordinary duties of a Director, may be paid such extra remuneration by way of salary, commission or otherwise as the Directors may determine. Regulation 82 of Table A shall be extended accordingly.

PROCEEDINGS OF DIRECTORS

10. (A) On any matter in which a Director is in any way interested he may nevertheless vote and be taken into account for the purposes of a quorum and (save as otherwise agreed) may retain for his own absolute use and benefit all profits and advantages directly or indirectly accruing to him thereunder or in consequence thereof. Regulations 94 to 98 of Table A shall not apply.

(B) A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a Committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by his appointor and, if it is signed by a Director who has appointed an alternate Director, it need not be signed by the alternate Director in that capacity.

INDEMNITY

11. Subject to the provisions of and so far as may be permitted by law, every Director, Auditor, Secretary or other officer of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto including any liability incurred by him in defending any proceedings, civil or criminal, which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Company and in which judgment is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under any statute for relief from liability in respect of any such act or omission in which relief is granted to him by the Court. Regulation 118 of Table A shall not apply.

OVERRIDING PROVISIONS

12. Whenever Matheson Financial Holdings Limited (hereinafter called "the Parent Company"), or any subsidiary of the Parent Company, shall be the holder of not less than 90 per cent. of the issued Ordinary Shares the following provisions shall apply and to the extent of any inconsistency shall have overriding effect as against all other provisions of these Articles:-

(A) the Parent Company may at any time and from time to time appoint any person to be a Director or remove from office any Director howsoever appointed but so that in the case of a Managing Director his removal from office shall be deemed an act of the Company and shall have effect without prejudice to any claim for damages for breach of any contract of service between him and the Company;

(B) no unissued shares shall be issued or agreed to be issued or put under option without the consent of the Parent Company;

(C) any or all powers of the Directors shall be restricted in such respects and to such extent as the Parent Company may by notice to the Company from time to time prescribe.

Any such appointment, removal, consent or notice shall be in writing served on the Company and signed on behalf of the Parent Company by any two of its Directors or by any one of its Directors and its Secretary or some other person duly authorised for the purpose. No person dealing with the Company shall be concerned to see or enquire as to whether the powers of the Directors have been in any way restricted hereunder or as to whether any requisite consent of the Parent Company has been obtained and no obligation incurred or security given or transaction effected by the Company to or with any third party shall be invalid or ineffectual unless the third party had at the time express notice that the incurring of such obligation or the giving of such security or the effecting of such transaction was in excess of the powers of the Directors.

The Companies Acts 1948 to 1985

C O M P A N Y L I M I T E D B Y S H A R E S

MEMORANDUM OF ASSOCIATION

OF

GEC-MARCONI (CHINA) LIMITED

(As adopted by Special Resolution passed on the 28th June, 1989)

=====

1. The name of the Company is GEC-MARCONI (CHINA) LIMITED.
2. The Registered Office of the Company will be situated in England.
3. The objects for which the Company is established are:-
 - (1) To carry on the trades or businesses of inventing, designing, developing, manufacturing, testing, repairing, buying, selling, letting on hire, factoring, importing, exporting or otherwise dealing in electrical, radio-telegraphic, radio-telephonic, telegraphic, telephonic, electronic, television, radar, automation, control, data processing, data display, depth sounding, direction finding and position finding apparatus, data processing software, semi-conductor devices and apparatus, spacecraft and satellites, safety and detonating devices for explosive apparatus, scientific apparatus and devices, apparatus for generating, testing, measuring or utilising fundamental particles, fluids, solids, power, pressure waves, electro-magnetic waves, electrical properties, magnetic properties, signals, distance, speed, time, temperature, pressure and weight, and instruments and appliances of every kind for use in connection with the transmission control, reception and recording of signals, sounds, pictures, vision and other communication whatsoever and the component parts of all such apparatus, devices, instruments and appliances; to carry out research useful in connection with the above-mentioned trades or businesses; to provide services in respect of and to act as consultants or in any advisory capacity on any matter relating to the use or application of or the techniques of manufacturing, testing, repairing, operating and installing the above-mentioned apparatus devices, instruments and appliances and the component parts thereof, and to act as managers

for or to supervise, direct or co-ordinate the activities or operations of or generally to collaborate or co-operate with any person, firm or corporation carrying on or engaged in or proposing to carry on or engage in any business or transaction within the objects of this Company.

- (2) To carry on the businesses of civil, constructional, aeronautical, automobile, agriculture, marine, hydraulic, heating, ventilating, lighting, chemical, signalling, control, electronic and nuclear engineers, producers and suppliers and distributors of power and of radiated energy for all purposes, and of toolmakers, instrument makers, metal workers, boiler makers, makers of condensers and steam plant and heat-exchange plant, makers of plant and equipment for conveying and handling and transporting materials, goods and persons, metal foundries, machinists, millwrights, converters and manufacturers of iron, steel and other ferrous and non-ferrous metals whatsoever, smiths, woodworkers, builders, painters, chemists, chemical manufacturers, metallurgists, physicists, makers and workers of ceramic materials and of glass, silica and vitrocement and the like materials of all kinds, manufacturers and workers of plastics and other synthetic materials and substances, makers, preparers, suppliers and dealers in gases of all kinds and of plant for purification, cleaning and treatment of gases, makers of plant, and equipment for mining, ore-dressing, and the winning and treating of coal, ores and other natural materials and substances of all kinds, photographers, printers, publishers, and; of manufacturers, refiners, manipulators, designers, buyers, sellers, exporters, importers, suppliers, repairers and hirers of and dealers in every description of machinery and apparatus and all kinds of equipment appliances, articles, components, raw or manufactured materials and things used or capable of being used for or in connection with any business or manufacture aforesaid.
- (3) To apply for or otherwise acquire, protect, renew and deal in, in any part of the world, inventions and secret or other information, patents, patent rights, brevets d'invention, trade marks, registered designs, copyright, and other rights of industrial and intellectual property similar to any of the foregoing, and licences, concessions and similar rights conferring an exclusive, non-exclusive or limited right to use, relating to any of the foregoing as may appear likely to be advantageous to the Company, and to use and manufacture under or to grant licences or privileges in respect of, the same.
- (4) To carry out research into and development of any apparatus, equipment, process or thing useful in connection with any matter aforementioned, and to give and supply services of every description to any person in connection with such matters.

- (5) To buy, sell, hire, let on hire, manufacture, refine, manipulate, import, export, prepare for market and deal, either wholesale or retail, in all substances, raw materials, apparatus and things capable of being used in any such business as aforesaid, or required by any customers of or persons having dealings with the Company or which may seem capable of being profitably dealt with in connection with any of the said businesses.
- (6) To purchase, or by any other means acquire any real or personal property or rights whatsoever.
- (7) To build, construct, maintain, alter, enlarge, pull down, remove and replace any buildings, walls, wharves, roads, railways, tramways, machinery, engines, fences, banks, dams, sluices or water-courses, or carry out any other works which may be convenient or necessary in connection with any business or objects of the Company.
- (8) To carry on business as carriers by land, sea or air, and as wharfingers, lightermen, warehousemen, builders, and owners of air, sea and land transport of all kinds, and as shipping agents and forwarders of goods; to purchase, lease or otherwise acquire, construct, equip, maintain, improve, work, manage or control, or aid in or subscribe towards the promotion, construction, equipment, maintenance, improvement, working, management, or control of works, undertakings and operations of all kinds, both public and private.
- (9) To carry on business as bankers, capitalists, financiers and merchants .
- (10) To carry on in any part of the world any other business, whether financial, manufacturing or otherwise, which may seem to the Company capable of being conveniently carried on in connection with the above businesses or any of them or calculated directly or indirectly to further or facilitate the objects of the Company or to enhance the value of or render more profitable any of the Company's property.
- (11) To acquire and undertake the whole or any part of the business goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on or which can be carried on in conjunction therewith, or which are capable of being conducted directly or indirectly to the benefit of the Company, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance, with any such person, firm or company, and to

give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, whether fully or partly paid up, debentures, or other securities or rights that may be agreed upon and to hold and retain or sell, mortgage and deal with any shares, debentures, or other securities or rights so received.

- (12) To improve, manage, cultivate, develop, grant rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.
- (13) To vest any real or personal property, rights or interests acquired by or belonging to the Company in any person or company on behalf or for the benefit of the Company, and with or without any declared trust in favour of the Company.
- (14) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.
- (15) To lend and advance money or give credit to such persons, firms or companies on such terms as may seem expedient, but not to carry on the business of a registered money-lender.
- (16) To receive money on deposit or loan, and to borrow or raise money, in such manner as the Company shall think fit, and in particular by the issue of debentures (perpetual or otherwise) or other securities or rights and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance of the Company of any obligation or liability it may undertake.
- (17) To guarantee the performance of any contract or obligation and the payment of money of or by any person or body whatsoever, whether corporate or not, and in particular to guarantee the capital and principal of and dividends and interest on any shares, debentures or other securities of any company, and generally to give guarantees and indemnities.
- (18) To draw, make, accept, endorse, discount, execute and issue any negotiable or transferable instruments.
- (19) To apply for, promote and obtain any Act of Parliament, charters, privileges, concessions, licences or authorisations, of any government, state or municipality, Provisional Order for Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the Company's powers or for effecting any modification of the

Company's constitution, or for any other purpose which may seem expedient, and to oppose any actions, steps, proceedings or applications which may seem calculated directly or indirectly to prejudice the interests of the Company or of its Members.

- (20) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise) or any corporations, companies or persons that may seem conducive to the Company's objects or any of them, and to obtain from any such government, authority, corporation, company or person any charters contracts, decrees, rights privileges and concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (21) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities of any other company having objects altogether or in part similar to those of the Company, or carrying on or proposing to carry on any business capable of being conducted so as directly or indirectly to benefit the Company.
- (22) To remunerate any person, firm or company rendering services to the Company, whether by cash payment or by the allotment to him or them of shares, debentures or other securities of the Company credited as paid up in full or in part or otherwise.
- (23) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incident to the formation and registration of or the raising of money for the Company or the issue of its capital, or the application to any Stock Exchange for permission to deal in and for quotation for any or all of its share or loan capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting; or procuring the underwriting of shares, debentures or other securities of the Company.
- (24) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid, and the wives, widows families and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs, or funds calculated to be for the

benefit of, or to advance the interests and well-being of the Company or of any other Company as aforesaid, or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid, and to subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for any public general or useful object, and to do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid.

- (25) To procure the Company to be registered or recognised in any dominion, colony or dependency and in any foreign country or place.
- (26) To promote any other company for the purpose of acquiring all or any of the property and/or undertaking any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares, debentures, or other securities of any such company as aforesaid.
- (27) To sell, lease, mortgage, or otherwise dispose of the whole or any part of the property, assets or undertaking of the Company for such consideration as the Company may think fit, and in particular for shares, whether fully or partly paid-up, debentures or other securities of any other company, whether or not having objects altogether or in part similar to those of the Company.
- (28) To distribute among the members of the Company in kind any property of the Company (whether by way of dividend or otherwise), and in particular any shares, debentures or other securities of other companies belonging to the Company or of which the Company may have the power of disposing.
- (29) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (30) To do all such other things as, may be deemed incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and the objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed inn such paragraphs, by

reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company: Provided that nothing herein contained shall empower the Company to grant annuities within the meaning of the Insurance Companies Act, 1958 (or any statutory amendment modification or re-enactment thereof for the time being in force) or to reinsure any risks under any class of insurance business to which this Act applies.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 2,000 shares of 5p each.

The Companies Acts 1948 to 1985

C O M P A N Y L I M I T E D B Y S H A R E S

ARTICLES OF ASSOCIATION

OF

GEC-MARCONI (CHINA) LIMITED

(As adopted by Special Resolution dated 28th June, 1989)

=====

1. The regulations contained in Table A prescribed under Section 8 of the Companies Act 1985 as in force at the date of adoption of these Articles (hereinafter called "Table A") shall apply to this Company save in so far as they are varied or excluded by or are inconsistent with these regulations.

2. Regulations 24, 25, 26, 28 (except for the words commencing with "The company" and ending with "is registered"), 73 to 80 (inclusive) and 87 in Table A shall not apply to the Company.

3. The General Electric Company, p.l.c. shall have power from time to time and at any time to appoint any person or persons as a Director or Directors either as an additional Director or to fill any vacancy and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed on behalf of The General Electric Company, p.l.c. by one of its directors, and shall take effect upon lodgement at the registered office of the Company. Regulation 90 of Table A shall take effect subject to this regulation.

4. The General Electric Company, p.l.c. shall have power from time to time and at any time to appoint one or more of the Directors as Chairman of the Board of Directors, Managing Director or Managing Directors, Deputy Managing Director or Deputy Managing Directors, or to any other office of the Company and to appoint any person Secretary of the Company, upon such terms and for such period and with such powers as the appointer thinks fit and to revoke any such appointment. Any such appointment or revocation shall be effected by written notice in the manner set out in regulation 3 hereof. Regulations 72, 91 and 99 of Table A shall take effect subject to this regulation.

5. The Directors may establish and maintain or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business, or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such other company as aforesaid and who hold or have held executive positions or agreements for service with the Company or any such other company, and the wives, widows, families and dependents of any such persons, and also establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and wellbeing of the Company or of any such other company as aforesaid, or of any such persons as aforesaid, and make payments for or towards the insurance of any such persons as aforesaid and subscribe or guarantee money for charitable or benevolent objects, or for any exhibition or for public general or useful object, and do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always, if the Act shall so require, to particulars with respect to the proposed payment being disclosed to the members of the Company and to the proposal being approved by the Company by Ordinary Resolution, any Director who holds or has held any such executive position or agreement for services shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension, allowance or emolument.

The Companies Acts 1948 to 1985

=====

COMPANY LIMITED BY SHARES

=====

M E M O R A N D U M

AND

A R T I C L E S O F A S S O C I A T I O N

OF

GEC-MARCONI (CHINA) LIMITED

=====

Incorporated the 19th day of December, 1961



FRIARY COURT • 25 CUSTOMS FRUARD
LONDON EC3N 2NP
TELEPHONE 071 480 7700
TELEX 684257 ESANO G
FAX 071 480 6958 DOCUMENT EXCHANGE 625

SPICER & OPPENHEIM

A MEMBER OF SPICER & OPPENHEIM INTERNATIONAL

CHARTERED ACCOUNTANTS

The Secretary
I.A. and N. Nominees Limited
3 Lombard Street
London
EC3V 9AQ

OUR REFERENCE 17
YOUR REFERENCE

11th June 1990

Registered Number: 318958

Dear Sir

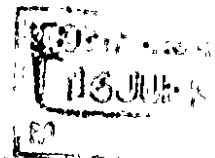
As you have requested, we resign our office as auditors to the Company with effect from Friday, 15th June 1990.

In accordance with Section 394 of the Companies Act 1985, we confirm that there are no circumstances connected with our resignation which we consider should be brought to the attention of the members or creditors of the Company.

Yours faithfully

CERTIFIED TO BE A TRUE COPY

MATHESON & CO., LIMITED
SECRETARIES
Temple Gee
ASSISTANT SECRETARY



Other offices and associates at: BIRMINGHAM BOLTON BOURNEMOUTH BRISTOL CAMBRIDGE CARDIFF CHESTER CROYDON DUDLEY EDINBURGH GLASGOW HULL LEEDS MANCHESTER
NEWARK NEWCASTLE UPON TYNE NOTTINGHAM PETERBOROUGH SOUTHAMPTON UXBIDGE CHANNEL ISLANDS ISLE OF MAN & WORLDWIDE

A full list of partners of Spicer & Oppenheim is available for inspection at the above address.

Authorised by the Institute of Chartered Accountants in England and Wales to carry on investment business



318958

FRIARY COURT • 65 CRUTCHED FRIARS
LONDON EC3N 2NP
TELEPHONE 071-480 7766
TELEX 884257 ESANO G
FAX 071-480 6958 DOCUMENT EXCHANGE 825

SPICER & OPPENHEIM

A MEMBER OF SPICER & OPPENHEIM INTERNATIONAL

The Secretary
I.A. and N. Nominees Limited
3 Lombard Street
London
EC3V 9AQ

OUR REFERENCE 17
YOUR REFERENCE

11 June 1990

Dear Sir

As you have requested, we resign our office as auditors to the Company with effect from Friday 15th June 1990.

In accordance with Section 394 of the Companies Act 1985, we confirm that there are no circumstances connected with our resignation which we consider should be brought to the attention of the members or creditors of the Company.

Yours faithfully

Spicer & Oppenheim

19 JUL 1990
M 6:

Number of Company - 318958



THE COMPANY ACT 1985

SPECIAL RESOLUTION

of

I.A. AND N. NOMINEES LIMITED

At an Extraordinary General Meeting of the Company duly convened and held at 3 Lombard Street, London EC3 on the 18th December, 1990 the following Resolution was duly passed as a Special Resolution:

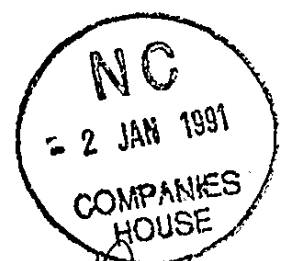
It was resolved that the name of the Company be changed to Thistle Nominees Limited with effect from 14th January, 1991.

MATHESON & CO., LIMITED

SECRETARIES



MATHESON
ASSISTANT SECRETARY



NW/E 40/000642

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

No. 318958

I hereby certify that

I.A. AND N. NOMINEES LIMITED

having by special resolution changed its name,

is now incorporated under the name of

THISTLE NOMINEES LIMITED

Given under my hand at the Companies Registration Office,
Cardiff the 14 JANUARY 1991

F. A. Joseph.

F. A. JOSEPH

an authorised officer



COMPANIES FORM No. 225(1)

225(1)**Notice of new accounting reference date given during the course of an accounting reference period**

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

To the Registrar of Companies

For official use

Company number

Please complete legibly, preferably in black type, or bold block lettering

3	1	8	9	5	8
---	---	---	---	---	---

Name of company

THISTLE	NOMINEES	LIMITED
---------	----------	---------

*Insert full name of company

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come to an end is

Day Month

2	8	1	2
---	---	---	---

Note
Please read notes 1 to 4 overleaf before completing this form

†Delete as appropriate

The current accounting reference period of the company is to be treated as [shortened] ~~extended~~† and [is to be treated as having come to an end] ~~[will come to an end]~~† on

Day Month Year

2	8	1	2	1	9	9	0
---	---	---	---	---	---	---	---

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____

and it is still in force.

Matheson & Co. Ltd
SecretarySigned Matheson Designation Assistant Secretary Date 17.1.91

† Insert Director, Secretary, Receiver, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Presenter's name, address and reference (if any):

MATHESON & CO., LIMITED

JARDINE HOUSE
3 CRITCHED PRIARS
100 BURN
GLASGOWFor official use
General Section

Post room

COMPANIES HOUSE	
18 JAN 1991	
M	29

Number of Compan. - 318958

THE COMPANIES ACT 1985

ELECTIVE RESOLUTIONS

OF

THISTLE NOMINEES LIMITED

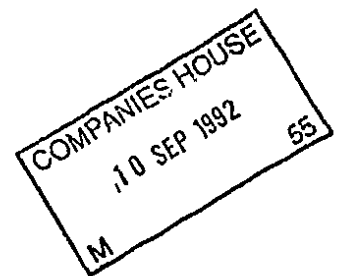
At an Annual General Meeting of the Company duly convened and held at Jardine House, 6 Crutched Friars, London EC3 on 28th April, 1992 the following Resolutions were duly passed as Elective Resolutions in accordance with Section 379A of the Companies Act 1985 ("The Act"):

- (1) It was resolved unanimously, that the provisions of Section 80A of the Act shall apply, instead of the provisions of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said Section 80.
- (2) It was resolved unanimously, that:
 - (i) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the Company in general meeting;
 - (ii) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings; and
 - (iii) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually.

Matheson & Co., Limited
Secretaries



R.M. Collins
Director



Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985 as amended by Schedule 13 to the Insolvency Act 1986

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number

[- - - - -]
[- - - - -]

318958

Name of company

THISTLE NOMINEES LIMITED

*Insert full name of company

Note
Please read notes 1 to 4 overleaf before completing this form

†Delete as appropriate

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come to an end is

Day Month

3 1 1 2

The current accounting reference period of the company is to be treated as ~~shortened~~ [extended]† and ~~is to be treated as having come to an end~~ [will come to an end]† on

Day Month Year

3 1 1 2 1 9 9 2

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] ~~holding company~~† of MATHESON SECURITIES LIMITED

, company number 2123174

the accounting reference date of which is 31 1 2

If this notice is being given by a company which is subject to an administration order and this notice states that the current accounting reference period of the company is to be extended AND it is to be extended beyond 18 months OR reliance is not being placed on section 225(6) of the Companies Act 1985, the following statement should be completed:

An administration order was made in relation to the company on _____ and it is MATHESON & CO. LIMITED

SECRETARIES

Signed

[Signature]

Designation†

ASSISTANT SECRETARY

Date 21 OCT 1992

† Insert
Director,
Secretary,
Receiver,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Presentor's name, address and reference (if any):

For official use
General Section

Post room

COMPANIES HOUSE

10 OCT 1992

M

3