

Company Number: 1094398

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION
of
BP ASIA PACIFIC HOLDINGS LIMITED

Passed on Date 24 June 2002

At the EXTRAORDINARY GENERAL MEETING of BP ASIA PACIFIC HOLDINGS LIMITED held on 24 June 2002:-

It was Resolved, as a SPECIAL RESOLUTION, that the Memorandum of Association be altered to:



(i) Remove Object 3 (A) and replace it with:

- (A1) To carry on any business or activity of any nature whatsoever which may seem to the Directors to be capable of being conveniently or advantageously carried on in connection or conjunction with any business of the Company hereinafter authorised or to be expedient with a view directly or indirectly to enhancing the value of or to rendering profitable or more profitable any of the Company's assets or utilising its skills, know-how or expertise.
- (A2) To buy, sell, deal in, arrange, subscribe for or underwrite any investment including without limitation futures, options, swaps, contract for differences or any other financial or investment instruments, directly or indirectly related to or derived from, the commodities, whether such investments and instruments are traded on or off an exchange, or are for the creation of profit or the management of risk or otherwise.
- (A3) To invest, deposit, lend or otherwise deal with in any way whatsoever any or all of the moneys, assets and rights of the Company.
- (A4) To borrow and raise money in any way whatsoever and to secure or discharge any debt or obligation of or binding on the Company in any way whatsoever and whether by mortgages or charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the

Company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.

- (A5) To guarantee the performance in any way whatsoever of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of, and dividends, interest or premiums payable on, any stock, shares and securities of any company, firm or person and to give all kinds of indemnities.
- (A6) To establish, undertake and transact all kinds of trust and agency business which may be considered likely directly or indirectly to further the objects, activities or interests of the Company or of its Members or employees or any other company, firm or person associated with the Company.
- (A7) To negotiate or enter into any agreements or arrangements with any person or persons, firm or company, or with any Government, authority or power for any purpose, including but not limited to the grant or transfer to or from the Company or to or from any company promoted, formed or registered by the Company or in which the Company may be interested or to or from any firm or person of any assets, liabilities, leases, concessions, options, rights, licences, permits or other authorisation for or relating to any business in any part of the world.

(ii) Remove Object 3 (I) and replace it with:

- (I) To act as principal or as agent to act for and on behalf of another company, person, joint venture, partnership, Government, authority or power in any business whatsoever.

(iii) Remove Object 3 (M) and replace it with:

- (M) To make donations or gifts to any company, person, joint venture, partnership or Government.

(iv) Remove Object (Q) and replace it with:

- (Q) To distribute among the Members of the Company in specie any property of the Company.

A handwritten signature in dark ink, appearing to read 'Andrea Thomas', written over a horizontal line.

Andrea Thomas
Secretary

Registered Office: Breakspear Park, Breakspear Way, Hemel Hempstead, Herts, HP2 4UL