

No. of Company: 2236448

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

HONGKONGBANK LONDON HOLDINGS LIMITED

(Passed 26th May 1992)

At an Extraordinary General Meeting of the above-named Company, duly convened and held on 26th May 1992, the following Resolution was duly passed as a Special Resolution:-

"THAT the Articles of Association of the Company be amended to include the following as Article 7(g):-

"Without prejudice to the powers of the Company under section 303 of the Companies Act 1985 to remove a Director by Ordinary Resolution, the holder or holders for the time being of more than one half of the issued Ordinary Shares of the Company shall have the power from time to time and at any time to appoint any person or person as a Director or Directors and to remove from office any Director howsoever appointed. Any such appointment or removal shall be effected by an instrument in writing signed by the member or members making the same or in the case of a member being a corporation signed on its behalf by one of its directors or its secretary and shall take effect upon lodgment at the registered office of the Company.""


Secretary

COMPANIES HOUSE

28 MAY 1992

M

63