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THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION of

KG MANAGEMENT LIMITED

TUESDAY



- 1 The name of the Company is - KG MANAGEMENT LIMITED
- 2 The Registered Office of the Company will be situate in England
- 3 The objects for which the Company is established are -
 - (a) Provided that any business of surveying for the time carried on by the Company shall at all times be conducted in accordance with the Rules of Conduct for the time being of the Royal Institution of Chartered Surveyors, the business of surveyors, quantity surveyors, architects, consulting engineers and advisors and consultants on all matters relating to the building, construction, civil engineering and public works fields, to advise on, prepare and provide surveys, levels, sections, reports, plans, specifications, working details, bills of quantity and forms of tender and to advise on structure, stress and other problems including the application of computer technology and analysis, to carry on business as building surveyors, estimators, evaluators, inspectors and project managers for the construction and civil engineering industry and to operate as research and development engineers and general engineers and to enter into contracts and sub-contracts with persons, firms, companies, corporations, local, national, civil, military or other authorities both in the United Kingdom and abroad
 - (b) To establish and provide design, detailing and drafting services of every description for the general manufacturing, engineering, electrical and electronic industries and to equip maintain and carry on business as drawing office proprietors and to undertake the services of draughtsmen, designers, photographers, model makers dynamicists, metallurgists, civil, mechanical, chemical, electrical, public health and general engineering contractors and to generally undertake all services for the building and construction industries and to act as bricklayers, stonemasons, stone and surface cladders, plasterers, tilers, plumbers and heating engineers, air conditioning and ventilation contractors, roofing and flooring contractors, painters and decorators, carpenters and joiners, shop fitters, demolition contractors, civil engineering and public works contractors, tunnelling and mining engineers and building tradesmen of all kinds and to act as property renovators, developers and dealers
 - (c) To carry on business as consulting engineers and designers in relation to the petro-chemical industry, to provide professional, technical, specialised and highly skilled services and staff and administrative knowledge, advice and expertise on these matters and the general activities of the Company

THE COMPANIES ACT 1985

A PRIVATE COMPANY LIMITED BY SHARES.

ARTICLES OF ASSOCIATION of

KG MANAGEMENT LIMITED

PRELIMINARY.

- 1 The Company is a Private Company within the meaning of Section 1 of the Companies Act 1985 Accordingly the Company shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company or allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company or allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of the shares or debentures being offered for sale to the public
- 2 Subject as hereinafter provided the Regulations set out in Table A of the schedule to the Companies (Tables A to F)(Amendment) Regulations 1985 as amended by the Companies (Tables A to F)(Amendment) Regulations 1985 shall apply to this Company
- 3 The following Regulations of the said Table 'A' shall not apply to this Company videlicet - 24, 46, 47, 50, 64 to 69, 73, 74, 75, 76, 77, 78, the second and third sentences of Regulation 79 and Regulations 81, 94 and 95

CAPITAL.

- 4 The Directors of the Company shall within a period of five years from the date of incorporation of the Company be entitled to exercise the Company's power to allot, grant options over or otherwise dispose of the shares which are comprised in the authorised share capital with which the Company is incorporated and no other authority for the Directors to allot, grant options over or otherwise dispose of any shares shall be valid for more than five years from the date of passing the members resolution to which it relates
- 5 (a) Sections 89(1), section 90(1) to (5) and Section 90(6) of the Act shall not apply in relation to the issue of any equity securities by the Company but in substitution therefore the provisions of sub-paragraph (b) of this Article shall apply

(b) Save as otherwise directed by the Company in General Meeting any shares which are not comprised in the authorised