

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE UNLIMITED COMPANY**

Company No. 4282219

The Registrar of Companies for England and Wales hereby certifies that

CABLE & WIRELESS UK FINANCE NO. 3

is this day incorporated under the Companies Act 1985 as a private company and that the company is unlimited.

Given at Companies House, London, the 5th September 2001



A handwritten signature in black ink, appearing to read 'A Shah'.

\*N04282219F\*

For The Registrar Of Companies



C O M P A N I E S H O U S E

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Please complete in typescript,  
or in bold black capitals.

CHFP025

## Declaration on application for registration

4282219

### Company Name in full

Cable & Wireless UK Finance No. 3

I, Kiran Sharma

of Allen & Overy, One New Change, London, EC4M 9QQ

† Please delete as appropriate.

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company] ~~person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985~~ † and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

### Declarant's signature

*K. Sharma*

Declared at

Stephenson Henwood, London, EC4M 8SH

Day Month Year

On

05 09 2001

① Please print name.

before me ①

MATTHEW NASH, SOLICITOR, LONDON EC4M 8SH

Signed

*Matthew Nash*

Date

05/09/01

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Allen & Overy  
One New Change,  
London  
EC4M 9QQ

Ref: 33663-00477

Tel 020 7330 3134

DX number

DX exchange



Laserform International 12/99

When you have completed and signed the form please send it to the Registrar of Companies at:

**Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff**  
for companies registered in England and Wales

or

**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland

**DX 235 Edinburgh**

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Please complete in typescript,  
or in bold black capitals.

CHFP025

## First directors and secretary and intended situation of registered office

Notes on completion appear on final page

4282219

### Company Name in full

Cable & Wireless UK Finance No. 3

### Proposed Registered Office

(PO Box numbers only, are not acceptable)

124 Theobalds Road,

Post town London

County / Region

Postcode WC1X 8RX

If the memorandum is delivered by  
an agent for the subscriber(s) of  
the memorandum mark the box opposite  
and give the agent's name and address.

X

Agent's Name Allen & Overy

Address One New Change

Post town London

County / Region

Postcode EC4M 9QQ

Number of continuation sheets attached

4

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query.

Allen & Overy  
One New Change,  
London  
EC4M 9QQ

Ref: NG/33663-00477 Tel 020 7330 3134

DX number

DX exchange



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COMPANIES HOUSE

0149  
05/09/01

Laserform International 12/99

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**Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB**

for companies registered in Scotland

**DX 235 Edinburgh**

**Company Secretary** (see notes 1-5)

Company name Cable &amp; Wireless UK Finance No. 3

**NAME**

\*Style / Title

Mr

\*Honours etc

\* Voluntary details

Forename(s) Jonathan Mark

Surname Bolton

Previous forename(s)

Previous surname(s)

**Address**

4 Westbury Lodge Close

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town Pinner

County / Region Middx

Postcode HA5 3FG

Country UK

I consent to act as secretary of the company named on page 1

**Consent signature****Date**

05/09/01

**Directors** (see notes 1-5)

Please list directors in alphabetical order

**NAME**

\*Style / Title

Mr

\*Honours etc

Forename(s) Joseph

Surname O'Neill

Previous forename(s)

Previous surname(s)

**Address**

83 Alzey Gardens

**Usual residential address**

For a corporation, give the registered or principal office address.

Post town Harpenden

County / Region Herfordshire

Postcode AL5 5SZ

Country UK

**Date of birth**

Day Month Year

1 4 0 2

1 9 5 8

**Nationality** British**Business occupation**

Group Treasurer

**Other directorships**

See attached sheet

I consent to act as director of the company named on page 1

**Consent signature****Date**

05/09/01

**Directors**

(continued)

(see notes 1-5)

\* Voluntary details

**NAME****\*Style / Title**

Mr

**\*Honours etc**

FCIS

**Forename(s)**

Kenneth Keith

**Surname**

Claydon

**Previous forename(s)****Previous surname(s)****Address****Usual residential address**

For a corporation, give the registered or principal office address.

1 Parr House

12 Beaulieu Avenue

**Post town**

London

**County / Region**

London

**Postcode**

E16 1TS

**Country**

UK

**Date of birth**

Day Month Year

0 4 0 5

1 9 4 4

**Nationality**

British

**Business occupation**

Company Secretary

**Other directorships**

See attached sheets

I consent to act as director of the company named on page 1

**Consent signature****Date**

05/09/01

**This section must be signed by***Either***an agent on behalf  
of all subscribers****Signed**N. Breward for  
ALLEN & OVERY**Date**

05/09/01

**Or the subscribers****Signed****Date***( i.e those who signed  
as members on the  
memorandum of  
association).***Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

**Company name:**      **Cable & Wireless UK Finance No. 3**  
**Company number:**    **To be incorporated**

Director to be appointed:      **Joseph O'Neill**

Other directorships:

<b>Company Name</b>	<b>Title</b>	<b>Appointment</b>
Cable & Wireless International Holdings Limited		07-Sep-2000
Cable & Wireless International Treasury		07-Sep-2000
Cable & Wireless Japan Finance Limited	President and Representative Director	13-Jul-2000
Cable and Wireless International Finance B.V.	Director - B Class	13-Jul-2000
U.S. Financial Investments LLC		09-Nov-2000

**U.K.**

<b>Company Name</b>	<b>Title</b>	<b>Appointment</b>
Cable & Wireless U.K. Finance		27-Jul-2000
Cable & Wireless U.K. Finance No. 1 Limited		09-Nov-2000
Cable & Wireless U.K. Finance No. 2 Limited (application to strike off suspended until 21 November 2001)		09-Nov-2000

**Company name:** Cable & Wireless UK Finance No. 3  
**Company number:** To be incorporated

Director to be appointed: **Kenneth Claydon**

### **Current Directorships**

<b>Company Name</b>	<b>Title</b>	<b>Appointment</b>
Baselland Limited		08-Dec-2000
Cable & Wireless (Gibraltar) Limited	Director	24-Nov-2000
Cable & Wireless Botswana (Proprietary) Ltd		12-Mar-1999
Cable and Wireless (Australia) Pty Limited	Director	11-Jun-1999
Cable and Wireless (Employee Shareholdings) Limited		08-Dec-2000
Cable and Wireless (Malaysia) Sdn Bhd		07-Dec-1999
Cable and Wireless (Pacific) Limited		08-Dec-2000
Cable and Wireless New Zealand Limited	26-Oct-1999	
Cable and Wireless Pension Trustee Limited		14-Mar-1996
Cable and Wireless Services Pty Limited		11-Jun-1999
Hongkong Telecom Fund Management Limited		08-Dec-2000
Magazine Heights Limited		08-Dec-2000
Pinerock Limited		08-Dec-2000
Zabol Limited		08-Dec-2000

### **U.K.**

<b>Company Name</b>	<b>Title</b>	<b>Appointment</b>
Allnet Limited		22-Nov-2000
Anthracite Holdings Limited	Director	20-Jul-2001
AVT Communications Limited (In Liquidation)		10-Nov-1998
C&W Cable Limited		11-Apr-1995
Cable & Wireless (Investments) Global Limited		18-Feb-1999
Cable & Wireless Australia & Pacific		18-Aug-2000
Cable & Wireless CIS Services Limited		30-Aug-1994
Cable & Wireless Eastern Hemisphere UK Limited		28-May-1999
Cable & Wireless Enterprises (UK) Limited		27-Nov-1998
Cable & Wireless Funding No. 2 Limited		21-Apr-1999
Cable & Wireless Global Business Limited		25-Jun-2001
Cable & Wireless Global Business Services Limited		21-Dec-1998
Cable & Wireless Global Businesses Limited		21-Aug-2000
Cable & Wireless Global Markets Equipment Limited		04-Dec-1998
Cable & Wireless Global Networks Services Limited		30-Apr-1999
Cable & Wireless Global Telecommunication Services Limited	Director	03-Aug-2000
Cable & Wireless HK Finance	Alternate to Mr Robert Earl Lerwill	13-Sep-1999
Cable & Wireless ISP Holdings Limited		30-Jun-1999

Cable & Wireless Market Solutions Limited		27-Nov-1998
Cable & Wireless QUEST Limited		17-Feb-1998
CABLE & WIRELESS REGIONAL HOLDINGS LTD		22-Aug-2000
Cable & Wireless Systems Limited	Director	02-Aug-2000
Cable & Wireless U.K. Finance	Alternate to Mr Joseph O'Neill	15-Aug-2000
Cable & Wireless U.K. Finance No. 1 Limited		09-Nov-2000
Cable & Wireless U.K. Finance No. 2 Limited (application to strike off suspended until 21 November 2001)		09-Nov-2000
Cable & Wireless US Investments Limited		04-Sep-2000
Cable & Wireless Western Hemisphere Limited		01-Aug-2001
Cable and Wireless (Americas) Limited		12-Jan-1999
Cable and Wireless (CALA Management Services) Limited		12-Jan-1999
Cable and Wireless (Cambridge Park) Limited		03-Aug-1994
Cable and Wireless (China Properties) Limited		14-Oct-1993
Cable and Wireless (India) Limited		23-Mar-2001
Cable and Wireless (Indonesia) Limited		19-Oct-2000
Cable and Wireless (Investments) Limited		12-Jan-1993
Cable and Wireless (London Holdings) Limited		18-Aug-1995
Cable and Wireless (Meadowbank) Limited		18-Sep-1998
Cable and Wireless (Vietnam) Limited		19-Oct-2000
Cable and Wireless (West Indies) Limited		12-Jan-1999
Cable and Wireless Europe (UK) Limited		28-Oct-1998
Cable and Wireless European Investments Limited		01-Sep-1995
Cable and Wireless Nominee Limited	Director	04-Dec-1996
Communication Sciences Limited		22-Nov-2000
ComSci Limited		22-Nov-2000
Copper Holdings Limited	Director	20-Jul-2001
Flexible Resource Limited		28-Feb-1999
Hyperlink Hosted Services Limited		14-Dec-2000
Hyperlink Interactive Limited		14-Dec-2000
Internet Network Services Limited		02-Jul-1999
Intranet Network Services Limited		02-Jul-1999
M.L. Meridian Limited		22-Nov-2000
Mercury C&W Limited		01-Oct-1999
Mercury House Limited		14-Oct-1993
ML Careline Limited		22-Nov-2000
ML Enterprise Limited		22-Nov-2000
ML Integration Group Limited		22-Nov-2000
ML Integration Limited		22-Nov-2000
ML Networks Limited		22-Nov-2000
ML Voice Limited		22-Nov-2000
Network Stations Limited		22-Nov-2000
Telephone Rentals Limited		15-May-1991
The Eastern Extension Australasia and China Telegraph Company Limited		14-Oct-1993
The Eastern Leasing Company Limited		17-Aug-1998
The Eastern Telegraph Company Limited		14-Oct-1993
The Education Exchange Limited		02-Jul-1999
The Eros Leasing Company Limited		10-Aug-1998



The Web Internet Services Limited		11-Dec-2000
The West Coast of America Telegraph Company Limited		14-Oct-1993
The Western Telegraph Company Limited	Director	14-Oct-1993
Wisper Bandwidth Limited		02-Jul-1999
Wisper Limited		02-Jul-1999

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Nline  
CAST



Company number

[ ]

THE COMPANIES ACT 1985

AN UNLIMITED COMPANY HAVING A SHARE CAPITAL

**MEMORANDUM OF ASSOCIATION**

**OF**

**CABLE & WIRELESS UK FINANCE No. 3**

1. The Company's name is "Cable & Wireless UK Finance No. 3".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
  - (1) to carry on business as a general commercial company;
  - (2) to carry on any trade or business whatsoever;
  - (3) to do all such things as are, in the opinion of the directors, incidental or conducive to the carrying on of any trade or business which the Company is authorised to carry on;
  - (4) to do all such things as the directors consider to be desirable or for the benefit of the Company;
  - (5) to borrow or raise money by any method and to obtain any form of credit or finance;
  - (6) to secure the payment of any moneys, the discharge of any liabilities and the observance or performance of any kind of obligations by the Company by any charge over the whole or any part of the undertaking or assets of the Company;
  - (7) to guarantee in any manner, or to enter into any indemnity or other arrangement in relation to, the discharge of any liabilities or the observance or performance of any kind of obligations of any person and to secure any such guarantee, indemnity or arrangement or the discharge of any liabilities or the observance or performance of any such obligations by any charge over the whole or any part of the undertaking or assets of the Company;
  - (8) to give any financial assistance that may lawfully be given in connection with the acquisition of shares in the Company or any other company;
  - (9) to dispose of all or any part of the undertaking, assets and liabilities of the Company;



- (10) to provide or arrange for pensions, lump sum payments, gratuities, life, health, accident and other insurances and other benefits (pecuniary or otherwise) of every kind to or for the benefit of any individuals who are or have been directors of, or employed by, or who provide or have provided services to or for, the Company or any body corporate which is or has been a subsidiary, holding company or fellow subsidiary of the Company or otherwise connected with the Company or the predecessors in business of the Company or of any such subsidiary, holding company or fellow subsidiary or connected company and to or for the benefit of the present or former spouses, children and other relatives and dependants of such individuals and others who have or formerly had with any such individuals any relationship of such a kind as the directors may approve; and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangements of any kind which the directors may approve;
- (11) to support and subscribe to any institution or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business, to support and subscribe to any charitable or public object whatsoever and to make donations to bodies, associations or causes with political objects;
- (12) to act as trustee, personal representative, director or agent of any kind and for any purpose;
- (13) to exercise any power of the Company for any consideration of any kind or for no consideration;

and it is declared that:

- (a) this clause shall be interpreted in the widest and most general manner and without regard to the *eiusdem generis* rule or any other restrictive principle of interpretation;
- (b) each of the above subclauses shall, unless it expressly provides to the contrary, be deemed to set out a separate, distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other subclause;
- (c) subclauses (2) to (11) are without prejudice to the generality of the objects and powers conferred by subclause (1) and no subclause shall be in any way limited or restricted by reference to or inference from any other subclause;
- (d) in this clause:
  - (i) "assets" includes property, rights and interests of every description, whether present or future, actual or contingent and wherever situate and, in the case of the Company, its uncalled capital;
  - (ii) "charge" includes any mortgage, pledge, lien or other form of security;
  - (iii) "dispose of", in relation to an asset, includes selling or transferring it or surrendering or extinguishing it, and also creating or granting it or any interest or right out of or in respect of it;
  - (iv) "liabilities" includes debts and obligations of every description, whether present or future, actual or contingent; and

- (v) "person" includes any partnership or other body of persons, whether corporate or unincorporate, and any country, territory, public authority and international organisation.

- 4. The liability of the members is unlimited.

We, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we agree to take the number of shares shown opposite our respective names.

**Signatures, names and addresses of subscribers**

**Number of shares  
taken by each  
subscriber**

**For CABLE AND WIRELESS (FAR EAST) LTD.**

  
.....  
Secretary/Director

Cable and Wireless (Far East) Limited  
34th Floor PCCW Tower  
Taikoo Place  
979 King's Road  
Quarry Bay  
Hong Kong

1

  
J.M. BOLTON  
DIRECTOR

Cable and Wireless Nominee Limited  
124 Theobalds Roads  
London WC1X 8RX

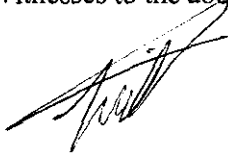
1

Total shares taken

2


Dated 5<sup>th</sup> SEPTEMBER, 2001

Witnesses to the above signatures:



APRIL CHAN  
34/F, PCCW Tower,  
Taikoo Place, Quarry Bay, Hong Kong.

WITNESS FOR CABLE AND WIRELESS  
(FAR EAST) LIMITED



HEREDD M. HANSOMB  
124 THEOBALDS ROAD  
LONDON WC1X 8RX

WITNESS FOR CABLE AND WIRELESS  
NOMINEE LIMITED

THE COMPANIES ACT 1985 to 1989

AN UNLIMITED COMPANY HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

CABLE & WIRELESS U.K. FINANCE NO. 3

NO. [       ]

**ALLEN & OVERY**

London  
CO:872137.2

Company number

[                      ]

THE COMPANIES ACT 1985 to 1989

AN UNLIMITED COMPANY HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

CABLE & WIRELESS UK FINANCE NO. 3

**1. PRELIMINARY**

- 1.1 The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) (such Table being hereinafter called "**Table A**") shall apply to the Company save in so far as they are excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the regulations of the Company.
- 1.2 In these Articles the expression "**the Act**" means the Companies Act 1985, but so that any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.

**2. SHARE CAPITAL**

- 2.1 The authorised share capital of the Company is £100,000 divided into 100,000 ordinary shares of £1 each.
- 2.2 The directors are generally and unconditionally authorised, in accordance with section 80 of the Act, to exercise all the powers of the Company to allot relevant securities up to a maximum nominal amount of £100,000.
- 2.3 The authority contained in paragraph 2.2 shall expire on the day five years after the date of the incorporation of the Company but the Company may, before the authority expires, make an offer or agreement which would or might require relevant securities to be allotted after it expires.
-

### 3. ALLOTMENT OF SHARES

- 3.1 Shares which are comprised in the authorised share capital with which the Company is incorporated shall be under the control of the Directors who may (subject to Section 80 of the Act and to paragraph 3.4 below) allot, grant options over or otherwise dispose of the same, to such persons, on such terms and in such manner as they think fit.
- 3.2 All shares which are not comprised in the authorised share capital with which the Company is incorporated and which the Directors propose to issue shall first be offered to the Members in proportion as nearly as may be to the number of the existing shares held by them respectively unless the Company in General Meeting shall be Special Resolution otherwise direct. The offer shall be made by notice specifying the number of shares offered, and limiting a period (not being less than fourteen days) within which the offer, if not accepted, will be deemed to be declined. After the expiration of that period, those shares so deemed to be declined shall be offered in the proportion aforesaid to the persons who have, within the said period, accepted all the shares offered to them; such further offer shall be made in like terms in the same manner and limited by a like period as the original offer. Any shares not accepted pursuant to such offer or further offer as aforesaid or not capable of being offered as aforesaid except by way of fractions and any shares released from the provisions of this Article by any such Special Resolution as aforesaid shall be under the control of the Directors, who may allot, grant options over or otherwise dispose of the same to such persons, on such terms, and in such manner as they think fit, provided that, in the case of shares not accepted as aforesaid, such shares shall not be disposed of on terms which are more favourable to the subscribers therefor than the terms on which they are offered to the Members. The foregoing provisions of this paragraph 3.2 shall have effect subject to Section 80 of the Act.
- 3.3 In accordance with Section 91(1) of the Act, Sections 89(1) and 90(1) to (6) (inclusive) of the Act shall not apply to the Company.
- 3.4 The Directors are generally and unconditionally authorised for the purposes of Section 80 of the Act, to exercise any power of the Company to allot and grant rights to subscribe for or convert securities into shares of the Company up to the amount of the authorised share capital with which the Company is incorporated at any time or times during the period of five years from the date of incorporation and the Directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the Company within that period. The authority hereby given may at any time (subject to the said Section 80) be renewed, revoked or varied by Ordinary Resolution of the Company in General Meeting.
- 3.5 Clause 3 in Table A shall not apply to the Company.

### 4. SHARES

- 4.1 The lien conferred by Clause 8 in Table A shall attach also to fully paid-up shares, and the Company shall also have a first and paramount lien on all shares, whether fully paid or not, standing registered in the name of any person indebted or under liability to the Company, whether he shall be the sole registered holder thereof or shall be one of two or more joint holders, for all moneys presently payable to him or his estate to the Company. Clause 8 in Table A shall be modified accordingly.
-



- 4.2 The liability of any Member in default in respect of a call shall be increased by the addition at the end of the first sentence of Clause 18 in Table A of the words "and all expenses that may have been incurred by the Company by reason of such non-payment.
- 4.3 The Company may by Special Resolution:
- (a) increase the share capital by such sum to be divided into shares of such amount as the resolution may prescribe;
  - (b) consolidate and divide all or any of its share capital into shares of a larger amount than its existing shares;
  - (c) subdivide its shares, or any of them, into shares of a smaller amount than its existing shares;
  - (d) cancel any shares which at the date of the passing of the resolution have not been taken or agreed to be taken by any person;
  - (e) reduce its share capital and any share premium account in any way.
- 4.4 Clauses 32, 34 and 35 in Table A shall not apply to the Company.

## **5. GENERAL MEETINGS AND RESOLUTIONS**

- 5.1 Every notice convening a General Meeting shall comply with the provisions of Section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies; and notices of and other communications relating to any General Meeting which any Member is entitled to receive shall be sent to the Directors and to the Auditors for the time being of the Company.
- 5.2 If a quorum is not present within the half-an-hour from the time appointed for a General Meeting the General Meeting shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Directors may determine; and if at the adjourned General Meeting a quorum is not present within the half-an-hour from the time appointed therefor such adjourned General Meeting shall be dissolved.
- 5.3 Clause 41 in Table A shall not apply to the Company.

## **6. APPOINTMENTS OF DIRECTORS**

- 6.1 Clause 64 in Table A shall not apply to the Company.
- 6.2 The maximum number and minimum number respectively of the Directors may be determined from time to time by Ordinary Resolution in General Meeting of the Company. Subject to and in default of any such determination there shall be no maximum number of Directors and the minimum number of Directors shall be one. Whensoever the minimum number of Directors shall be one, a sole Director shall have authority to exercise all the powers and discretions by Table A and by these Articles expressed to be vested in the Directors generally, and Clause 89 in Table A shall be modified accordingly.
- 6.3 The Directors shall not be required to retire by rotation and Clauses 73 to 80 (inclusive) in Table A shall not apply to the Company.
-

6.4 No person shall be appointed a Director at any General Meeting unless either:

- (a) he is recommended by the Directors; or
- (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the General Meeting, notice signed by a Member qualified to vote at the General Meeting has been given to the Company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.

6.5 Subject to paragraph 6.4 above, the Company may by Ordinary Resolution in General Meeting appoint any person who is willing to act to be a Director, either to fill a vacancy or as an additional Director.

6.6 The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number determined in accordance with paragraph 6.2 above as the maximum number of Directors and for the time being in force.

## **7. BORROWING POWERS**

The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

## **8. ALTERNATE DIRECTORS**

8.1 An alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct, and the first sentence of Clause 66 in Table A shall be modified accordingly.

8.2 A Director, or any such other person as is mentioned in Clause 65 in Table A, may act as an alternate Director to present more than one Director, and an alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to one vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

## **9. GRATUITIES AND PENSIONS**

9.1 The Directors may exercise the powers of the Company conferred by Clause 3(10) of the Memorandum of Association of the Company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

9.2 Clause 87 in Table A shall not apply to the Company.

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**10. PROCEEDINGS OF DIRECTORS**

- 10.1 A Director may vote, at any meeting of the Directors or of any committee of the Directors, on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever, and if he shall vote on any such resolution as aforesaid he shall (whether or not he shall vote on the same) be taken into account in calculating the quorum present at the meeting.
- 10.2 Clauses 94 to 97 (inclusive) in Table A shall not apply to the Company.

**11. THE SEAL**

- 11.1 If the Company has a seal it shall only be used with the authority of the Directors or of a committee of Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the Secretary or second Director. The obligation under Clause 8 in Table A relating to the sealing of share certificates shall apply only if the Company has a seal. Clause 101 in Table A shall not apply to the Company.
- 11.2 The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

**12. INDEMNITY**

- 12.1 Every Director, or other officer, or Auditor of the Company shall be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, or in connection with any application under Section 144 or Section 727 of the Act in which relief is granted to him by the Court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect in so far as its provisions are not avoided by Section 310 of the Act.
- 12.2 The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company, insurance against any such liability as is referred to in Section 310(1) of the Act.
- 12.3 Clause 118 in Table A shall not apply to the Company.

**13. TRANSFER OF SHARES**

The Directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of Clause 24 in Table A shall not apply to the Company.

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**NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

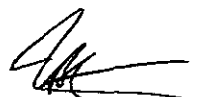
For and on behalf of  
CABLE AND WIRELESS (FAR EAST) LIMITED  
34th Floor  
PCCW Tower  
Taikoo Place  
979 King's Road  
Quarry Bay  
Hong Kong

For CABLE AND WIRELESS (FAR EAST) LTD.



Secretary/Director

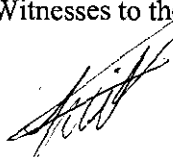
For and on behalf of  
CABLE AND WIRELESS NOMINEE LIMITED  
124 Theobalds Road  
London  
WC1X 8RX



J.M. BOLTON  
DIRECTOR

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Dated 5<sup>th</sup> SEPTEMBER 2001

Witnesses to the above Signatures:



APRIL CHAN

34/F, PCCW Tower,  
Taikoo Place, Quarry Bay, Hong Kong.

WITNESS FOR CABLE AND WIRELESS  
(FAR EAST) LIMITED.



HELEN M. HAWSCOMB

124 THEOBALDS ROAD  
LONDON WC1X 8RX

WITNESS FOR CABLE AND WIRELESS  
NOMINEE LIMITED