

CHFP025

Please do not  
write in this  
margin

**COMPANIES FORM No. 155(6)a**

## Declaration in relation to assistance for the acquisition of shares

**155(6)a**

Pursuant to section 155(6) of the Companies Act 1985

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

**To the Registrar of Companies  
(Address overleaf - Note 5)**

For official use

Company number

SC66024

**Note**  
Please read the notes  
on page 3 before  
completing this form.

Name of company

\* Martin Currie Limited

\* insert full name  
of company

~~XXX~~ See Rider A

Ø insert name(s) and address(es) of all the directors

† delete as appropriate

~~the sole director~~ [all the directors] of the above company do solemnly and sincerely declare that:

The business of the company is:

§ delete whichever  
is inappropriate

~~(a) that of a person or bank licensed or authorized within the meaning of the Banking Act, 1973~~

~~is that of a person authorized under section 3 or 4 of the Insurance Companies Act 1982 to carry on~~

~~insurance business in the United Kingdom~~

(c) something other than the above\$

The company is proposing to give financial assistance in connection with the acquisition of shares in the

[company] ~~[company's holding company]~~

Limited†

The assistance is for the purpose of [that acquisition] ~~producing or discharging a liability insured for the~~

~~purpose of that acquisition.~~

The number and class of the shares acquired or to be acquired is:

315,947 ordinary shares

of 10p each

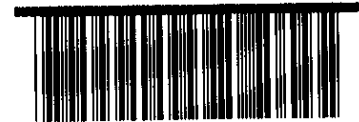
Presentor's name address and  
reference (if any) :

Dickson Minto W.S.  
16 Charlotte Square  
Edinburgh  
EH2 4DF  
(M255/2/GJM/CJM)

DX 199     Edinburgh  
mcl(Retirees)(I).lpd

For official Use  
General Section

Post room



**SCT SB6**  
**COMPANIES HOUSE**

0120  
23/03/05

The assistance is to be given to: (note 2) See Rider B

Please do not  
write in this  
margin

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

The assistance will take the form of:

See Rider C

The person who ~~has acquired~~ will acquire† the shares is:

† delete as  
appropriate

The Martin Currie Limited Employee Trust 2005 constituted by a deed of trust between Martin Currie Limited (reg. no. SC66024) and Martin Currie Trustees Limited (reg. no. SC147006)

The principal terms on which the assistance will be given are:

See Rider D

The amount of cash to be transferred to the person assisted is £ 100,000

The value of any asset to be transferred to the person assisted is £ Nil

The date on which the assistance is to be given is within 8 weeks of the date hereof

Please do not  
write in this  
margin

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

\* delete either (a) or  
(b) as appropriate

~~I/We~~ have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

(a) ~~I/We~~ have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]\* (note 3)

(b) ~~It is intended to commence the winding up of the company within 12 months of that date, and ~~we~~ have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up.]\* (note 3)~~

And ~~I/We~~ 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 3rd Floor Westin Shanghai, Henan Rd  
Shanghai China

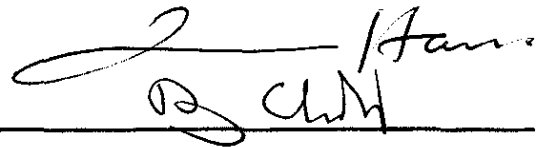
Declarants to sign below

on 

Day	Month	Year
09	03	2005

before me DOUGLAS STEPHEN CLARK

~~A Commissioner for Oaths or Notary Public or Justice of the Peace or~~  
~~a Solicitor~~ having the powers conferred on  
a Commissioner for Oaths.



## NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.
- 5 The address for companies registered in England and Wales or Wales is:-  
The Registrar of Companies  
Companies House  
Crown Way  
Cardiff  
CF14 3UZ  
or, for companies registered in Scotland:-  
The Registrar of Companies  
37 Castle Terrace  
Edinburgh  
EH1 2EB

**MARTIN CURRIE LIMITED**

**(Registered Number SC66024)**

**FORM 155(6)a - RIDER A**

**Directors**

1. Timothy Julian Dalton Hall of Old Inzievar House, Dunfermline, Fife KY12 8HA,

being, together with

2. Ralph Campbell of 16 Murrayfield Road, Edinburgh EH12 6EN,
3. James Keith Ross Falconer of Braehead House, Barnton, Edinburgh EH4 6QW,
4. John Malcolm Gourlay of 57 Dick Place, Edinburgh EH9 2JA,
5. Patrick Joseph Scott Plummer of Mainhouse, Kelso, Roxburghshire TD5 8AA,
6. Michael William Thomas of Mount Lothian, Lothian Bank, Eskbank, Dalkeith, Midlothian EH22 4AN,
7. William Geddie Watt of 32B Royal Terrace, Edinburgh EH7 5AH,
8. David Walter Watts of Cowfold Farm, Mattingley, Hook, Hampshire RG27 8JX,
9. Allan Davidson Macleod of 38 Cammo Gardens, Edinburgh EH4 8EG, and
10. James Macgregor Ayton Fairweather of 18 Midmar Drive, Edinburgh EH10 6BU,

TJ DH OSC

## MARTIN CURRIE LIMITED

(Registered Number SC66024)

### FORM 155(6)a - RIDER B

The assistance is to be given to:

1. James Keith Ross Falconer of Braehead House, Barnton, Edinburgh EH4 6QW,
2. Patrick Joseph Scott Plummer of Mainhouse, Kelso, Roxburghshire TD5 8AA,
3. Colin Winchester of 7 Littlejohn Wynd, Edinburgh EH10 5SE,
4. Douglas Cooper of The Old Steading, Deanfoot Road, West Linton EH46 7AU,
5. James Macgregor Ayton Fairweather of 18 Midmar Drive, Edinburgh EH10 6BU,
6. Michael William Thomas of Mount Lothian, Lothian Bank, Eskbank, Dalkeith, Midlothian EH22 4AN,
7. Julian Mark Campbell Livingston of Bewlie House, Lilliesleaf, Melrose TD6 9ER,
8. Hamish John Garrow Mair of Stratheden, 24 Craigcrook Road, Blackhall, Edinburgh EH4 3PG,
9. Neil Sneddon of 118 Charterhall Road, Blackford Hill, Edinburgh EH9 3HW, and
10. Martin Ross Brown of Celeborn, 24 Bog Road, Penicuik, Midlothian EH26 9BT,

TJ OH OS

**MARTIN CURRIE LIMITED**

**(Registered Number SC66024)**

**FORM 155(6)a - RIDER C**

The assistance will take the form of:

1. the execution by the Company of a tax undertaking in favour of the EBT2 Retirees (as amended, restated, supplemented or novated from time to time, the "Tax Undertaking");
2. the execution by the Company of a subscription agreement between, among others, the Company and the EBT2 Retirees (as amended, restated, supplemented or novated from time to time, the "Subscription Agreement").

**Definitions:**

In this statutory declaration the following expressions have the following meanings:-

"Company" means Martin Currie Limited (registered number SC66024) of Saltire Court, 20 Castle Terrace, Edinburgh EH1 2ES;

"EBT2 Retirees" means those persons listed in Rider B.

TJ OH DSC

## MARTIN CURRIE LIMITED

(Registered Number SC66024)

### FORM 155(6)a - RIDER D

The principal terms on which the assistance will be given are:

1. under the Tax Undertaking, the Company agrees to meet any income tax liability of the EBT2 Retirees pursuant to the Employee Trust Acquisition;
2. under the Subscription Agreement, the Company agrees, among other things, to pay the fees and other reasonable outlays (including VAT) properly incurred by certain of the EBT2 Retirees in connection with the Employee Trust Acquisition up to a maximum of £100,000.

#### Definitions:

In this statutory declaration the following expressions have the following meanings:-

"Employee Trust Acquisition" means the purchase by the New Employee Trust of 315,947 ordinary shares in the Company from the EBT2 Retirees.

"New Employee Trust" means The Martin Currie Limited Employee Trust 2005 constituted by a deed of trust between Martin Currie Limited (registered number SC66024) of Saltire Court, 20 Castle Terrace, Edinburgh EH1 2ES and Martin Currie Trustees Limited (registered number SC147006) of Saltire Court, 20 Castle Terrace, Edinburgh EH1 2ES.

Terms defined in Rider C shall have the same meaning in this Rider D.

TJD/H DS

**Auditors' report to the directors of Martin Currie Limited pursuant to section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors of Martin Currie Limited ("the Company") dated 9 March 2005, prepared in accordance with applicable United Kingdom Law, in connection with the proposal that the Company should give financial assistance for the purchase of its own ordinary shares.

This report is made solely to the directors in accordance with Section 156(4) of the Companies Act 1985. Our work has been undertaken so that we might state to the directors those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the directors, for our work, for this report, or for the opinions we have formed.

**Basis of opinion**

We have enquired into the state of the Company's affairs in order to review the bases for the statutory declaration.

**Opinion**

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

*Ernst & Young LLP*

Ernst & Young LLP  
Registered Auditor  
Edinburgh  
9 March 2005

*TJ OH DSC*



**Auditors' report to the directors of Martin Currie Limited pursuant to section 156(4) of the Companies Act 1985**

We have examined the attached statutory declaration of the directors of Martin Currie Limited ("the Company") dated 9 March 2005, prepared in accordance with applicable United Kingdom Law, in connection with the proposal that the Company should give financial assistance for the purchase of its own ordinary shares.

This report is made solely to the directors in accordance with Section 156(4) of the Companies Act 1985. Our work has been undertaken so that we might state to the directors those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the directors, for our work, for this report, or for the opinions we have formed.

**Basis of opinion**

We have enquired into the state of the Company's affairs in order to review the bases for the statutory declaration.

**Opinion**

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

*Ernst & Young LLP*

Ernst & Young LLP  
Registered Auditor  
Edinburgh  
9 March 2005