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CHFP025

COMPANIES FORM No. 155(6)b

**Declaration by the directors
of a holding company in
relation to assistance for the
acquisition of shares**

155(6)b

Please do not
write in this
margin

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

~~/N/A~~ See Rider A

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

† delete as
appropriate

~~XXXXXXXXXXXX~~ [all the directors]† of the above company (hereinafter called 'this company') do
solemnly and sincerely declare that:

§ delete whichever
is inappropriate

The business of this company is:

- (a) ~~that of a person authorised under section 3 of the Insurance Companies Act 1982 to carry on~~
(b) ~~that of a person authorised under section 3 of the Insurance Companies Act 1982 to carry on~~
~~insurance business in the United Kingdom~~
(c) something other than the above§

This company is [the] ~~the~~ holding company of* Martin Currie Investment Management
Limited which is
proposing to give financial assistance in connection with the acquisition of shares
in [this company] [~~XXXXXXXXXXXX~~]

Presenter'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(b) (I) .lpd

For official Use
General Section

Post room



The assistance is for the purpose of [that acquisition] ~~reducing or discharging a liability incurred by the company or that acquisition~~† (note 1)

Please do not write in this margin

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

The number and class of the shares acquired or to be acquired is: 315,947 Ordinary Shares of 10p each

The assistance is to be given to: (note 2) The Martin Currie Limited Employee Trust 2005 constituted by a deed of trust between Martin Currie Limited (registered no. SC66024) and Martin Currie Trustees Limited (registered no. SC147006), each of Saltire Court, 20 Castle Terrace, Edinburgh EH1 2ES

The assistance will take the form of:

See Rider B

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 C

The amount (if any) by which the net assets of the company which is giving the assistance will be reduced by giving it is £2,000,000

The amount of cash to be transferred to the person assisted is £ 2,000,000

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

Please do not
write in this
margin

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

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

~~I/We~~ have formed the opinion, as regards this 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)

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

(a) ~~I/We~~ have formed the opinion that this 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 this 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, Wostin Shanghai, Henan Rd
Shanghai China

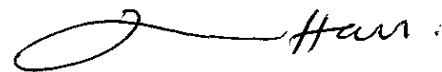
Declarants to sign below

on

Day	Month	Year
09	03	2010

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
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB

MARTIN CURRIE LIMITED

(Registered Number SC66024)

FORM 155(6)b - RIDER A

Directors

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

being, together with

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

T.J.OH DSS

MARTIN CURRIE LIMITED

(Registered Number SC66024)

FORM 155(6)b - RIDER B

The assistance will take the form of:

1. the execution by MCIM of a contribution agreement in favour of the New Employee Trust (as amended, restated, supplemented or novated from time to time, the "Contribution Agreement");
2. the execution by MCIM of a guarantee in favour of the Bank (as amended, restated, supplemented or novated from time to time, the "EBT2 Guarantee").

Definitions:

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

"Bank" means The Royal Bank of Scotland plc (registered number SC90312) of 36 St Andrew Square, Edinburgh EH2 2YB;

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

"MCIM" means Martin Currie Investment Management Limited (registered number SC66107) of Saltire Court, 20 Castle Terrace, Edinburgh EH1 2ES;

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

T.J.O.H. DS

MARTIN CURRIE LIMITED

(Registered Number SC66024)

FORM 155(6)b - RIDER C

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

1. under the Contribution Agreement MCIM undertakes to make payments of money by way of gifts to the New Employee Trust to fund the payment by the New Employee Trust of the following of its liabilities:
 - (a) the payment of interest to the Bank in respect of the Facility;
 - (b) the payment of an arrangement fee to the Bank in respect of the Facility; and
 - (c) the payment of stamp duty in respect of the Employee Trust Acquisition and the EBT1 Acquisition;
2. under the EBT2 Guarantee, MCIM agrees to guarantee, among other things, the repayment of the Obligations of the Debtor.

Definitions:

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

"Debtor" means the Trustees of the New Employee Trust;

"EBT1 Acquisition" means the purchase by the New Employee Trust of 701,066 ordinary shares in the Company from The Martin Currie Limited Employee Benefits Trust constituted by a deed of trust between the Company and Martin Currie Trustees Limited, dated 22 October 1993, as amended and supplemented from time to time;

"EBT2 Retirees" means James Keith Ross Falconer of Braehead House, Barnton, Edinburgh EH4 6QW, Patrick Joseph Scott Plummer of Mainhouse, Kelso, Roxburghshire TD5 8AA, Colin Winchester of 7 Littlejohn Wynd, Edinburgh EH10 5SE, Douglas Cooper of The Old Steading, Deanfoot Road, West Linton EH46 7AU, James Macgregor Ayton Fairweather of 18 Midmar Drive, Edinburgh EH10 6BU, Michael William Thomas of Mount Lothian, Lothian Bank, Eskbank, Dalkeith, Midlothian EH22 4AN, Julian Mark Campbell Livingston of Bewlie House, Lilliesleaf, Melrose TD6 9ER, Hamish John Garrow Mair of Stratheden, 24 Craigcrook Road, Blackhall, Edinburgh EH4 3PG, Neil Sneddon of 118 Charterhall Road, Blackford Hill, Edinburgh EH9 3HW, and Martin Ross Brown of Celeborn, 24 Bog Road, Penicuik, Midlothian EH26 9BT;

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

"Facility" means the £5,000,000 revolving advance facility made available to the New Employee Trust by the Bank;

T. J. D. H.
PSC

"Obligations" means liabilities to the Bank of any kind (whether present or future actual or contingent and whether incurred alone or jointly with another) including interest banking charges and commission.

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

T. J. D. A)
JSS

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's subsidiary, Martin Currie Investment Management Limited, should give financial assistance for the purchase of the Company's 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