



The Companies Act, 1948

AN UNLIMITED COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF SUPREME PLASTICS

1. The name of the Company is "SUPREME PLASTICS".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:
 - (A) To carry on all or any of the businesses of moulders and turners of plastic materials and compositions of all kinds, manufacturers of and dealers in handbags and bags of all kinds, fasteners or every description and of whatever material manufactured, plastic and other sheeting, and all other articles (whether for household, commercial or personal use, ornament or otherwise) manufactured from plastic and/or other compositions, leather and imitation leather, pattern makers, tool makers, and to manufacture, repair, renovate, prepare for market, buy, sell and otherwise deal in machinery, tools, appliances, apparatus, materials and goods of every description used or capable of being used in any of the above businesses.
 - (B) To carry on any other trade or business whatever which may seem to the Company capable of being conveniently carried on in connection with or extension of any of the businesses aforesaid or calculated directly or indirectly to enhance the value of or render more profitable any of the assets property or rights of the Company.
 - (C) To apply for, purchase, hire, take on lease or in exchange or otherwise acquire and hold for any estate or interest any land, buildings, offices, shops, factories, works, storehouses, wharves, erections, plant, machinery, equipment, stock and materials, and any other real or personal property, and any easements, trade marks, patents, licenses, processes, secret or otherwise, and other rights and privileges of any kind necessary to or convenient for any business or undertaking of the Company or calculated to enhance the value of or render more profitable any of its assets property or rights.
 - (D) To lay out, establish, build, construct, set up, maintain, alter, enlarge, pull down, remove and replace, either alone or in conjunction with any other person or company, any buildings, offices, shops, factories, storehouse, works, wharves, erections, plant, machinery and equipment necessary to or



convenient for any business or undertaking of the Company or calculated to enhance the value of or to render more profitable any of its assets property or rights.

- (E) To purchase or otherwise acquire as a going concern any business which this Company is authorised to carry on, and any stocks, shares or securities of any other company carrying on, or having objects authorising the carrying on of, any business similar to or capable of being advantageously carried on in conjunction with the business of the Company.
- (F) To manage, develop, improve, turn to account, exchange, mortgage, sell, lease, grant licenses and rights over or in respect of or otherwise deal with or dispose of the whole or any part of the undertaking property and assets for the time being of the Company for such consideration as the Company may think fit.
- (G) To borrow or raise or secure the payment of money in such manner as the Company may think fit and in particular by mortgage or charging by debentures or debenture stock, perpetual or otherwise, trust deed, mortgage, instrument of charge or otherwise, the undertaking or all or any part of the property or assets of the Company, whether present or future, and including uncalled capital, and by issuing, whether at par or at a premium discount, or depositing any debentures, debenture stock, notes or other instruments constituting an acknowledgement or indebtedness as whether creating a charge or not.
- (H) To secure or guarantee by mortgage, charge or otherwise the performance and discharge of any contract, obligation or liability of the Company or of any other person or corporation with whom or which the Company has dealings or having a business or undertaking in which the Company is concerned or interest whether directly or indirectly.
- (I) To receive money on deposit or loan, and to lend money and make advances and give credit to customers and others having dealings with the Company upon such terms as the Company may think fit.
- (J) To invest and deal with moneys of the Company not immediately required in such manner and upon such investments as the Company may from time to time think fit.
- (K) To draw, make, accept, endorse, discount, negotiate, execute and issue promissory notes, bills of exchange, warrants and other negotiable instruments.
- (L) To support or subscribe to any charitable or public objects, to grant pensions and other financial assistance to employees or officers or persons formerly employed or officers of the Company or its predecessors in business and the dependents of such persons, and to maintain or contribute to any pension provident or other funds, or any institutions associations societies or clubs, whether existing for purposes connected with trade, benevolence, or

otherwise, which may benefit or be connected in any way with the Company or its business or employees.

- (M) To promote or concur in promoting any other company for the purpose of acquiring the undertaking or any of the property assets or rights of this Company, or the promotion of which is considered in any way as likely to benefit or advance the interest of this Company, and to underwrite, subscribe for or place any shares or securities of any such Company.
- (N) To enter into any partnership or joint adventure, or any agreement for co-operation or sharing or pooling profits, or controlling or limiting profits or output, or otherwise for mutual assistance, with any company, firm or person carrying on or proposing to carry on any business which this Company can carry on, and to amalgamate with any other company or companies in such manner as this Company shall think fit.
- (O) To pay for any property or rights acquired by this Company either in cash payable as a lump sum or by instalments or otherwise, or in fully or partly paid up shares, or in securities of this Company, or partly in one way and partly in another, and to accept payment for any property or rights sold or otherwise disposed of by this Company either in cash as aforesaid or in fully or partly paid up shares or in securities of any other company or partly in one way and partly in another, and, whether payment is being made or accepted on such terms generally as the Company shall think fit.
- (P) To distribute among the members in kind any property or assets of the Company which the Company may be competent to distribute.
- (Q) To do all or any of the above things as principals, agents, trustees, brokers or otherwise and either alone or in conjunction with others, and through or by means of agents, brokers, sub-contractors, trustees or otherwise.
- (R) To do all such things as may be incidental or conducive to the attainment of the above mentioned object or any of them.
- (S) Each of the foregoing sub-clauses shall be deemed to be an independent clause and the objects therein mentioned shall not be deemed to be subsidiary merely to any objects mentioned in any other sub-clause.

The Companies Acts 1985 and 1989

AN UNLIMITED COMPANY HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION
OF
SUPREME PLASTICS**

PRELIMINARY

1. The form of these Articles has been drafted in accordance with Table E of the Companies (Table A-F) Regulations 1985, further to s8(4)(c) of the Companies Act 1985. The regulations contained in Part I and Part II of Table A in the First Schedule to the Companies Act, 1948 (hereinafter referred to as "Table A") shall apply to the Company except in so far as expressly excluded or expressly or by implication varied by these Articles.
2. Regulations 3, 24, 44, 45, 46, 53, 54, 75, 79, 84 and 88 of Part I of Table A shall not apply to the Company. Regulation 11 of Part I of Table A shall be varied by omitting therefrom the words "other than fully paid shares".

SHARE CAPITAL

3. The share capital of the company is £5,001,000 divided into 5,001,000 ordinary shares of £1 each.
4. 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 small 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.

SHARES

5. The shares shall be at the disposal of the Directors who may allot and issue them in all respects as they may think fit, but subject always to the provisions of Regulation 2 of Part II of Table A and so that no shares may be issued at a discount except as provided s57 of the Act.

VOTES OF MEMBERS

6. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

NOTICE OF GENERAL MEETINGS

7. The words "by seven clear days' notice in writing at least" shall be substituted for the words "by fourteen days' notice in writing at least" in regulation 50 of Table A.

DIRECTORS

8. Until the Company in General Meeting shall otherwise determine, the number of the Directors shall not be more than ten nor less than two.
9. The office of a Director shall be vacated if the Director:
 - (a) ceases to be a Director by virtue of Section 182 or 185 of the Act; or
 - (b) becomes bankrupt, or makes any arrangement or composition with his creditors generally; or
 - (c) becomes prohibited from being a Director by reason of any order made under Section 188 of the Act; or
 - (d) becomes of unsound mind; or
 - (e) absents himself from the meetings of the Directors for a continuous period of six months without special leave of absence from the Board of Directors and they pass a resolution that he has by reason of its absence vacated office; or
 - (f) resigns his office by notice in writing to the Company.
10. (1) A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with Section 199 of the Act, but he may be counted in the quorum present at any meeting of the Directors whereat such contract or proposed contract is considered or entered into and he may as a Director vote in respect of such contract or proposed contract.

- (2) A Director may hold any other office or place of profit under the Company (other than the office of auditor) in conjunction with his office of Director for such period and on such terms (as to remuneration and otherwise) as the Directors may determine and no Director or intending Director shall be disqualified by his office from contracting with the Company either with regard to his tenure of any such other office or place of profit or as vendor, purchaser or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company for any profit realised by any such contract or arrangement by reason of such Director holding that office or of the fiduciary relation thereby established.
- (3) A Director, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any such office or place of profit under the Company, or whether at the terms of any such appointment are arranged, and he may vote on any such appointment or arrangement.
- (4) Any Director may act by himself, or his firm in a professional capacity for the Company, and he and his firm shall be entitled to remuneration for professional services as if he were not a Director; provided that nothing herein contained shall authorise a Director or his firm to act as Auditor to the Company.
- (5) A Managing Director or any Director holding any other office or place of profit under the Company may be admitted to or continue in membership of any scheme or fund institute or established or financed or contributed to by the Company for the provision of pensions, life assurance, or other benefits for employees or their dependents, and the terms of service of any Managing Director or Director holding any such office or place or profit may include provision by the Company of a pension or other benefits to him or his dependents on or after retirement either independently of or as supplementary to the benefits provided under any such scheme or fund.
- (6) The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge 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.