

THE COMPANIES (CONSOLIDATION) ACT, 1908

COMPANY LIMITED BY SHARES

Memorandum of Association

OF

THE NARBOROUGH (F.M.S.)

RUBBER ESTATE, LIMITED

1. The name of the Company is "THE NARBOROUGH (F.M.S.) RUBBER ESTATE, LIMITED".
2. The Registered Office of the Company will be situate in England.
3. The objects for which the Company is established are:—
 - (A) To purchase or otherwise acquire any real and personal property, buildings, machinery, implements, live and dead stock, stores, effects, appliances, and other property of any kind in any part of the world, and to take, obtain and acquire any grant, concession, lease and rights in the Federated Malay States, the Straits Settlements, and elsewhere in any part of the world, and to enter into and carry into effect the Agreement, draft of which is referred to in Article 3 of the Articles of Association of the Company, with such modifications as may hereafter be agreed upon.
 - (B) To purchase, take on lease or hire or otherwise acquire any other lands in any part of the world, and any machinery, works, stock, plant and real or personal immovable or movable estate or property of any kind and wheresoever situate including concessions or easements or rights of any kind.
 - (C) To hold, use, cultivate, work, manage, improve, carry on and develop the undertaking, lands, and real and

[Article 3 of the original Articles of Association has not been reproduced in the Articles of Association adopted on 5th December, 1973]

personal estate or property, and assets of any kind of the Company, or any part thereof.

- (D) To sell, let, lease, exchange, part with, transfer, deliver, charge, mortgage or otherwise howsoever dispose of or deal with the undertaking, lands, and real and personal estate or property and assets of any kind of the Company, or any part thereof.
- (E) To plant, grow and produce india rubber, gutta percha, balata and other gums, coffee, tea, cocoanuts, sugar, tobacco and other plants, trees, crops and natural products of any kind or otherwise cultivate any land of the Company.
- (F) To treat, cure, submit to any process, or manufacture and prepare for market (whether on account of the Company or others) india rubber, gutta percha, balata and other gums, coffee, tea, cocoanuts, sugar, tobacco and any other produce or products, articles or things whatsoever, to buy, sell, warehouse, transport by land or water, trade and deal in india rubber, gutta percha, balata and other gums, coffee, tea and other produce or products, and seed and rice and other food and requisites for labourers and others employed on estates and any other goods, produce, wares, merchandise, articles and things of any kind whatsoever.
- (G) To work mines or quarries and to find, win, get, work, crush, smelt, manufacture or otherwise deal with ores, metals, minerals, oils, precious and other stones or deposits, or products, and generally to carry on the business of mining in all branches.
- (H) To build, make, construct, equip, maintain, alter and work manufactories, mills, buildings, erections, roads, tramways, carts, waggons, ships, boats, barges, and other works, matters and things of any kind.
- (I) To acquire by grant, purchase, licence or otherwise, patents or patent rights or other rights, privileges or concessions of any kind, and to work, exercise, grant licenses for the use of, or otherwise dispose of or deal with the same.
- (J) To cultivate, manage and superintend estates and properties in any part of the world, and generally to undertake the business of estate agents in and to act as agents for the investment, loan, payment, transmission and collection of money, and for the purchase,

sale, improvement, development and management of property, including concerns and undertakings and to transact any other agency business of any kind.

- (K) To administer trust estates and the estates of deceased persons, or bankrupt or insolvent estates or estates in liquidation in any part of the world, and to undertake the office of trustee, executor, administrator, assignee, liquidator, inspector or any similar office, and to perform and discharge the duties of any such office for a commission or other remuneration or otherwise.
- (L) To carry on the business of merchants, exporters, importers, traders, engineers and any other trades, businesses, or undertakings whatsoever.
- (M) To draw, accept, make and endorse bills of exchange, promissory notes and other negotiable instruments.
- (N) To lend money on any terms and in any manner and on any security, and in particular on the security of plantations, factories, growing crops, produce, bills of exchange, promissory notes, bonds, bills of lading, warrants, stocks, shares, debentures and book debts, or without any security at all, and generally to transact financial business of any kind.
- (O) To raise or borrow and secure the repayment of money, and in particular by the issue of debentures or debenture stock, perpetual or otherwise, charged upon the whole or any part of the undertaking, property and assets of the Company, both present and future, including its uncalled capital, or otherwise to charge its uncalled capital, and to give and grant rights, or options, or calls over any shares in the Company at any price (not below par) and for any period, as part of the terms or conditions of issue of any such Debentures or Debenture Stock.
- (P) To unite, co-operate, amalgamate, or enter into any partnership or other arrangement for sharing of profits, or union of interests, or for any other purpose with any other person or company whatsoever.
- (Q) To acquire by purchase or otherwise and undertake all or any part of the business, property, assets and liabilities of any other person or company whatsoever.
- (R) To promote and establish any other company whatsoever, and to subscribe to and hold the shares or debentures, or

debenture stock, or securities of any other company, or any part thereof, and to take or underwrite or guarantee the issue or subscription of any shares, or stock, or obligations of such company, and to guarantee the payment of any dividend or interest on such shares, or stock, or obligations, and to assist any such company by advances of money or otherwise.

- (s) To sell or dispose of the undertaking of the Company, or any part thereof, for such consideration as the Company may think fit, and in particular for shares (whether credited as partly or fully paid up or otherwise), debentures, or securities of any other company incorporated in Great Britain or elsewhere, having objects altogether or in part similar to those of this Company.
- (t) To pay out of the funds of the Company all expenses of or incidental to the formation, registration and establishment of the Company and the issue of its capital, and to pay brokerage and, subject to the Companies (Consolidation Act, 1908, commissions for obtaining applications for taking, placing and underwriting shares, debentures or debenture stock.
- (u) To procure the Company to be registered or established or authorised to do business in any part of the world.
- (v) To pay for any lands and real or personal immovable or movable estate or property or assets of any kind acquired or to be acquired by the Company, or for any services rendered or to be rendered to the Company, and generally to pay or discharge any consideration to be paid or given by the Company in money or in shares, or stock, or debentures or debenture stock, or obligations of the Company, or partly in one way and partly in another or otherwise howsoever with power to issue any shares or stock as fully or partially paid up.
- (w) To accept consideration for any lands and real or personal immovable and movable estate, property and assets of the Company of any kind sold or otherwise disposed of by the Company, and generally to accept any consideration to be received by the Company in money or in shares or stock (whether wholly or partially paid up) of any company, or in the mortgages, debentures or obligations of any company or person or partly in one of these modes and partly in another, or in any other kind or mode whatsoever.

- (x) To distribute among the Shareholders in *specie* any property of the Company, whether by way of dividend or upon a return of capital, but so that no distribution amounting to a reduction of capital be made, except with the sanction for the time being required by law.
- (y) To do all such things as shall be incidental or conducive to the attainment of the objects above mentioned, or any of them.
- (z) To do all or any of such things in any part of the world and either as principals, agents, contractors, trustees or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.

4. The liability of the Members is Limited.

5. The *capital of the Company is £75,000 divided into 750,000 shares of 2s. each, with power from time to time to increase or reduce such Capital. Any existing shares, and any new shares from time to time to be created, may be issued at a premium, or (so far as the law for the time being in force may permit) at a discount, or consolidated or sub-divided into shares of larger or smaller amount, or converted into shares of different classes with any such guarantee, preference or other special privilege or advantage over shares previously, simultaneously, or to be thereafter issued as may be determined by the Company.

6. Wherever the Capital by reason of the issue of Preference Shares or otherwise is divided into different classes of shares, all or any of the rights, privileges, priorities and preferences attached to each class may be varied, modified, commuted, affected or abrogated in such manner as may for the time being be required by law.

*By Extraordinary Resolution passed on 9th March, 1921, the Capital of the Company was increased from £75,000 to £120,000 by the creation of 450,000 new shares of 2s. each.

By Extraordinary Resolution passed on 14th January, 1960 the Capital of the Company was increased from £120,000 to £250,000 by the creation of 1,109,763 Ordinary Shares of 2s. each and 190,237 Cumulative Preference Shares of 2s. each.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
CHARLES T. TWORT, 87, Holmdene Avenue, Herne Hill, S.E. <i>Clerk.</i>	One
F. ROBINSON, 66. Compton Road, Winchmore Hill, N. <i>Clerk.</i>	One
WM. B. CLARKE, 13, Dashwood Road, Gravesend, Kent. <i>Clerk.</i>	One
J. R. BECKENSALL, 30, Baker Street, Lloyds Square, W.C. <i>Clerk.</i>	One
EDWARD L. COZENS, 2, Forest Villas, Walpole Road, South Woodford. <i>Clerk.</i>	One
BERNARD J. WEAVER, 146, Halley Road, Forest Gate, E. <i>Clerk.</i>	One
THOMAS MIDGLEY, Tranton House, Tranton Road, London, S.E. <i>Clerk.</i>	One

DATED the 27th day of April, 1910.

WITNESS to the above Signatures : —

EDGAR W. HALLAM,
Clerk to MAYO, ELDER & Co.,
 Solicitors,
 10, Drapers' Gardens, E.C.