

## Annexure "A"

CERTIFIED TRUE COPY  
Corporate Affairs (Private) Limited  
Secretaries

### ARTICLES OF ASSOCIATION

#### OF

#### TAD WEALTH LANKA FUND (PVT) LTD

1. To establish and carry on the business of an investment holding company.
- 1A. The Company shall not engage in any business activity restricted under the Gazette Notification No. 2045/56 of 17<sup>th</sup> November 2017 under FOREIGN EXCHANGE ACT, No. 12 of 2017.
2. The regulations contained in the Articles of the First Schedule to the Companies Act No 7 of 2007 shall apply to the Company and be deemed to be incorporated herewith except so far as they are herein expressly or by implication modified or excluded.
3. The Company is a Private Company within the meaning of Section 27 of the Companies Act and accordingly.
  - a) Prohibit the Company from offering shares or other securities issued by the Company to the Public; and
  - b) Limit the number of shareholders to fifty, not including shareholders who are:-
    - i. employees of the Company or
    - ii. former employees of the Company who became shareholders of the Company while being employees of the Company and who have continued to be shareholder after ceasing to be employees of the Company.
4. The Shares shall be under the control of the Board of Directors, and they may issue shares in their absolute discretion subject to statutory restrictions.
5. The Directors may, in their absolute discretion and without assigning any reason therefore, and without incurring any liability thereby decline to register any transfer of any shares, whether or not it is fully paid shares and no shares shall be transferred to a person who is not an existing shareholder of the Company except with the prior consent of the directors.

## SHARES

6. The Directors may issue fully paid shares of the Company by way of a bonus issue of shares, capitalising available reserves and/or profits of the Company and the Directors shall decide in their opinion the value per share of such bonus issue by taking into reckoning the amount of reserves, which are to be capitalized for the issue of such fully paid shares, as and by way of distribution and such value per share need not be the market value of such shares, or any other valuation of such shares, provided however, the Company satisfies the solvency test after the issue of such bonus shares.
7. The Directors may subdivide and/or consolidate the shares of the Company within the same stated capital of the Company.

## DIRECTORS

8. The number of Directors of the Company shall be not less than one nor more than eleven.
9. The first Director of the Company shall be:-
  1. *Wijewardana Samarasinghe Lekham Arachchige Dhanuka Ranjith Samarasinghe*
  2. *Genevieve Sujivie Madhuni Irugalbandara*
  3. *Mohamed Ansar Afzal Atheeq*
  4. *Toshiaki Tanaka*
10. The Directors shall have the power to appoint additional Directors and they shall also have the power to remove any Director/Directors by a majority vote if the number of directors of the board exceeds three.
11. The Board of Directors is vested with all powers of managing the business and affairs of the Company and they may entrust or delegate their powers except matters described in the Sixth Schedule to the Companies Act.
12. The Directors shall have the power from time to time at their discretion to raise, borrow, or secure the payment of any sum or sums of money and obtain other accommodation for the purposes of the Company and may give security for the same by mortgage or pledge or issue of bonds debentures or debenture-stock of the Company or other form of security charged upon all or any part of the Company both present and future including its uncalled capital for the time being or in such other manner and upon such terms and conditions in all respects as the Directors think fit.
13. The quorum for the transaction of business of Directors shall be one in case the number of Directors is one or, two in case the number of Directors is two or more.

### ALTERNATE DIRECTORS

14. Any Director may at any time by notice in writing left at the registered office of the Company appoint any person approved by the Directors to be an Alternate Director to act in his place. A person appointed to be an Alternate Director shall not in respect of such appointment be entitled to receive any remuneration from the Company nor be required to hold any share qualification, but the Directors may repay the Alternate Director such reasonable expenses as he may incur in attending and returning from Meetings of the Directors which he is entitled to attend or as he may otherwise properly incur in or about the business of the Company or may pay such allowances as they may think proper in respect of those expenses. An Alternate Director shall be entitled to receive notices of all meetings of the Directors and to attend and vote as Director at any such Meeting at which the Director appointing him is not personally present and generally to perform all the functions of his appointer as a Director in the absence of such appointer. An alternate Director appointed to act in place of an Executive Director of the Company, shall not, by virtue of such appointment assume the functions of his appointer, as an Executive of the Company unless the Board shall otherwise determine. An Alternate Director shall ipso facto cease to be an Alternate Director in any of the following events, that is to say:-

- (a) upon the resumption of his duties as a Director by his appointer;
- (b) if his appointer ceases for any reason to be a Director;
- (c) if the Alternate Director shall have a receiving order made against him or compounds with his creditors or is adjudicated an insolvent;
- (d) if the Alternate Director be lunatic or of unsound mind;
- (e) if the appointment of the Alternate Director is revoked by his appointer by a notice left at the registered office of the Company;
- (f) if the Directors resolve that the appointment of the Alternate Director be terminated.

### NOMINATED DIRECTORS

15. The Board of Directors may appoint not more than three persons as Nominated Directors on such terms and for such period and for such remuneration as they may determine and such directors may be removed from office at any time prior to the expiry of such period. A Nominated Director shall not be entitled to attend and vote at meetings of the directors or of the company and shall not be required to hold any share qualification.

### REMUNERATION AND OTHER BENEFITS TO DIRECTORS

16. Subject to Section 217 of the Companies Act and if the Board is satisfied that it is fair to the Company to do so, approve payment of any remuneration or provision of other benefits to Directors for services as a Director and make payments to Directors or former Directors compensation for loss of office.

### INTERESTS REGISTER

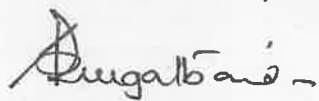
17. Unless a shareholder gives notice in writing to the Company that he requires the Company to maintain an interests register, the keeping of an interests register shall not be necessary.

### AUTHENTICATION OF DOCUMENTS

18. Any director or secretary or any person appointed by the directors for the purpose shall have power to authenticate any document effecting the constitution of the Company and any resolution passed by the Company or by the directors, and any books, records, documents and accounts relating to the business of the Company and also to certify copies thereof or extracts there from as true copies or extracts.

We the undersigned being the initial members of the Company do hereby adopt the Articles contained in the Annexure "A" to the Application for registration of the Company.

#### Signature of initial shareholders

<i>Names, Addresses and descriptions</i>	<i>Signatures</i>
<b>Tad Lanka Investments (Private) Limited</b> 129/7A, Duwa Road, Baddagana, Pitta Kotte  <i>(Limited Liability Company Incorporated in Sri Lanka)</i>	<b>TAD LANKA INVESTMENTS (PRIVATE) LIMITED</b>  ..... Director

Dated at Colombo this 27<sup>th</sup> day of December 2017