

TENTH AMENDED AND RESTATED ARTICLES OF ASSOCIATION
OF
Yeong Guan Energy Technology Group Company Limited

(Adopted by a special resolution passed by the members of the company on June 5, 2018 and
with effect from June 5, 2018)



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- (c) i b h e s i n d
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3.1 h h g h h h a
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3.2 h h h i h o h n i p o h
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3.3 ~~h~~ ~~h~~ ~~h~~ ~~h~~ ~~h~~ ~~h~~ ~~h~~
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4. Rights Attaching to Shares

4.1 SoA 21, Article 6
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- (c) with
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- 5.4 **Articles of Association** 5.1
 The Articles of Association shall be subject to the provisions of the Companies Act, 2008 and shall be subject to the provisions of the Companies Act, 2008.
- 5.5 **Share Capital**
 The share capital of the company shall be divided into shares of a nominal value of KES 100 each.

6. Preferred Shares

- 6.1 **Preference Shares**
 The company shall have the following classes of shares:
 (a) Preference Shares ("PS"), which shall have the following rights:
 (i) to receive dividends at a fixed rate of 10% per annum on the nominal value of the shares;
 (ii) to have the right of priority in the payment of dividends and capital in the event of liquidation of the company.
- 6.2 **Rights of Preference Shares**
 The holders of Preference Shares shall have the following rights:
 (a) to receive dividends at a fixed rate of 10% per annum on the nominal value of the shares;
 (b) to have the right of priority in the payment of dividends and capital in the event of liquidation of the company;
 (c) to have the right to elect two non-voting directors to the board of directors of the company;
 (d) to have the right to vote on matters relating to the appointment or removal of the directors elected by them.

REGISTRATION OF SHARES

7. Register of Members

- (a) **Register of Members**
 The company shall maintain a register of members of the company.



~~Individual~~

~~individual~~

~~Individual~~

~~Individual~~

~~Individual~~

(b)

~~Individual~~

~~Individual~~

~~Individual~~

8. Registered Holder Absolute Owner

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~~Individual~~

~~Individual~~

~~Individual~~

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9. Transfer of Registered Shares

9.1

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~~Individual~~

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~~Individual~~

9.2

~~Individual~~ A a-1.(63)21(1)(C)15(1)-(63)(B)(4)(63-1.)30230(C)15-1.65 11h

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10.4 The resolution of the shareholders of the company shall be subject to the approval of the Board of Directors of the company.

ALTERATION OF SHARE CAPITAL

11. Power to Alter Capital

11.1

b
(a)

1. 2014/15

2. 2015/16

3. 2016/17

4. 2017/18

5. 2018/19

6. 2019/20

- 2020/21

7. 2020/21

8. 2021/22

9. 2022/23

10. 2023/24

11. 2024/25

12. 2025/26

13. 2026/27

14. 2027/28

15. 2028/29

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d

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13. Dividends

13.1 Dividends

1. 2014/15

1.4(a), 1.4(b)

2. 2015/16

1.4(a), 1.4(b)

3. 2016/17

4. 2017/18

5. 2018/19

1.4(a), 1.4(b)

6. 2019/20

7. 2020/21

13.4

Employees' Compensation

Directors' Remuneration

(2%) (15%)
Employees' Compensation
Directors' Remuneration
(3%)

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15. Method of Payment

15. Method of Payment

15.1 A

15.2

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18. Extraordinary General Meetings

18.1 ~~to be held~~
~~in~~

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18.2 ~~to be held~~
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18.3 ~~to be held~~
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23. Chairman to Preside

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24. Voting on Resolutions

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p h h A h B h R i n h
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24.2 D h h h o c a g h h o u y
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24.3 g f h p h A h p h
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Miscellaneous
24.4

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25.4 **Sub A** **Sub B** **Sub C** **Sub D** **Sub E** **Sub F** **Sub G** **Sub H** **Sub I** **Sub J** **Sub K** **Sub L** **Sub M** **Sub N** **Sub O** **Sub P** **Sub Q** **Sub R** **Sub S** **Sub T** **Sub U** **Sub V** **Sub W** **Sub X** **Sub Y** **Sub Z**

25.5

~~Article~~

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27. Dissenting Member's Appraisal Right

27.1 ~~Appraisal~~

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35.3 For the circuit

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41. Register of Directors and Officers

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42. Officers

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43. Appointment of Officers

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44. Duties of Officers

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45. Compensation of Officers

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46. Conflicts of Interest

46.1 A ~~the~~
~~the~~

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- 46.1 A
- 46.2 A
- 46.3
- 46.4

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(b) ~~fraudulent~~
~~transfer~~

(c) ~~fraudulent~~
~~transfer~~ and ~~fraudulent~~
~~transfer~~

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56. Register of Mortgages and Charges

56.1 ~~fraudulent~~ ~~transfer~~
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56.2 ~~fraudulent~~ ~~transfer~~
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57. Form and Use of Seal

57.1 ~~fraudulent~~ ~~transfer~~
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57.2 ~~fraudulent~~ ~~transfer~~
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57.3 ~~fraudulent~~ ~~transfer~~
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TENDER OFFER AND ACCOUNTS

58. Tender Offer

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(d) **hgdhfhhdhhdh**
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59. Books of Account

59.1 **hgdhfhhdhhdh**
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60. Financial Year End

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AUDIT COMMITTEE

61. Number of Committee Members

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62. Powers of Audit Committee

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Yeong Guan Energy Technology Group Company Limited.

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Yeong Guan Energy Technology Group Company Limited.

2018 6 5

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11.1

11.2

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11.5 (a)

11.6

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34.1

34.2

34.2

(i)

(ii)

(iii)

(iv)

34.3

34.4

35

35.1

35.2

35.3

34.2

36

36.1

(a)

(b)

(c)

33.2

(d)

(e)

(f)

(g)

(h)

(i)

(j)

35.3

(k)

36.2

(l)

36.3

(b) (e) (f) (g) (h) (i)

36.2

36.3

37

37.1

37.2

37.3

38

39

40

39

11.4

(a)

(b)

(c)

(d)

(e)

(f)

(g)

(h)

(i)

(j)

(k)

41

41.1

(a)

(b)

41.2

(a)

(b)

42

43

44

45

46

46.1

46.2

46.3

46

46.4

46

47

47.1

47.2

49

50

51

52

53

54

61

62

(a)

(b)

(c)

(d)

(e)

(f)

(g)

(h)

(i)

(j)

(k)

(j)

63

63.1

11.5

63.2

64

65

66

a
b
c
d

ii

b

iv

iii
d

i
c

a