

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take, you should immediately seek your own personal advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.**

If you have sold or transferred all of your Ordinary Shares in the capital of the Company, please send this document with its accompanying form of proxy at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

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# **CENTRAL RAND GOLD LIMITED**

*(Incorporated as a company with limited liability under the laws of Guernsey, Company Number 45108 and incorporated as an external company with limited liability under the laws of South Africa, registration number 2007/019223/10 whose Registered Office is at Sydney Vane House, Admiral Park, St Peter Port, Guernsey GY1 2HU with a branch office at 6-10 Riviera Road, Block C, Houghton, Johannesburg, South Africa 2193)*

**ISIN: GG00B24HM601**

**Share Code on LSE: CRND**

**Share Code on JSE: CRD**

## **ANNUAL GENERAL MEETING**

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Notice of the AGM of the Company to be held on 19 June 2008 at the offices of Carey Olsen, 7 New Street, St Peter Port, Guernsey GY1 4BZ (not at the registered office) at 11 a.m. (UK time) is set out in part 3 of this document. Shareholders wishing to participate in the AGM in Guernsey via video link from London may do so at the offices of Hunton & Williams, 30 St Mary Axe, London, EC3A 8EP. Shareholders in South Africa wishing to participate in the AGM via video link from Johannesburg may do so at the offices of Taback and Associates (Proprietary) Limited, 13 Eton Road, Parktown, Johannesburg.

A form of proxy for use at the AGM is enclosed. All Shareholders (including South African Certificated Shareholders and South African Dematerialised Shareholders with Own Name Registration but excluding all other South African Dematerialised Shareholders) who do not intend attending the AGM, should complete and return it so as to be received by the Company at its registered office (c/o Artemis Secretaries Limited, Sydney Vane House, Admiral Park, St Peter Port, Guernsey GY1 2HU) or the Company's offices in South Africa (6-10 Riviera Road, Block C, Houghton, Johannesburg, South Africa 2193) or, for convenience, to the Transfer Secretaries in South Africa being Computershare Investor Services (Proprietary) Limited c/o 70 Marshall Street, Johannesburg, 2001 (PO Box 61051, Marshalltown, 2107 Republic of South Africa), as soon as possible. In order to be valid the Forms of Proxy must be deposited at the registered office or the Company's offices in South Africa no later than 48 hours before the time for the holding of the meeting or with the Transfer Secretaries in South Africa no later than 48 hours before the time for the holding of the meeting.

South African Dematerialised Shareholders who do not have Own Name Registration and who wish to attend the AGM should instruct their CSDP or broker to issue them with the necessary letter of representation to attend the meeting in person, in the manner stipulated in the custody agreement governing the relationship between such shareholders and their CSDP or broker. These instructions must be provided to the CSDP or broker by the cut-off time and date advised by the CSDP or broker for instructions of this nature.

South African Dematerialised Shareholders who do not have Own Name Registration and who cannot attend but who wish to vote at the AGM should provide their CSDP or broker with their voting instructions, in the manner stipulated in the custody agreement governing the relationship between such shareholders and their CSDP or broker. These instructions must be provided to the CSDP or broker by the cut-off time and date advised by the CSDP or broker for instructions of this nature.

This document is only available in English from the offices of Artemis Corporate Services Limited at Sydney Vane House, Admiral Park, St Peter Port, Guernsey or at the offices of the Company at 6-10 Riviera Road, Block C, Houghton, Johannesburg, South Africa, 2193.

## CONTENTS

	<i>Page</i>	
Part 1	Definitions	3
Part 2	Letter from the Chairman	5
Part 3	Notice of Annual General Meeting	9
Part 4	Extract from the Existing Articles of Association of the Company	16
Part 5	Extract from the United Kingdom Companies Act 2006 and the United Kingdom Electronic Communications Act 2000	27

## TIMETABLE

Latest time and date for receipt of Forms of Proxy for the Annual General Meeting at the registered office or the branch office in South Africa

11 a.m. (UK Time) on 17 June 2008

Latest time and date for receipt of Forms of Proxy for the Annual General Meeting with the Transfer Secretaries in South Africa

11 a.m. (UK Time) on 17 June 2008

### Notes

For Shareholders who are recorded on the South African register, the following applies:

The JSE has introduced Strate for all settlements of share transactions concluded on the JSE, and this has already been implemented by the Company. Accordingly, share certificates representing shares in the Company must first be dematerialised before shareholders on the South African register will be able to trade the shares in the Company. Shareholders on the South African register are advised to contact a CSDP or broker to make the necessary practical arrangements for dematerialisation. It is anticipated that the dematerialisation of the Company's shares may take up to a maximum of five business days to be finalised once a shareholder has made the necessary arrangements with the CSDP or broker.

## Part 1

### Definitions

In this circular and the attachments thereto, unless otherwise stated or the context otherwise requires, the words in the first column have the meaning stated opposite them in the second column. Cognate expressions bear corresponding meanings, words denoting one gender shall import and include the others, natural persons shall include juristic persons and vice versa and the singular shall include the plural and vice versa as follows:

“AGM”	annual general meeting of the Company;
“the Board” or “directors”	the board of directors of the Company;
“CRG” or “the Company”	Central Rand Gold Limited, incorporated as a company with limited liability under the laws of Guernsey, (Company Number 45108). Incorporated as an external company with limited liability under the laws of South Africa (registration number 2007/019223/10);
“CSDP”	Central Securities Depository Participant in South Africa;
“Dematerialisation”	process in South Africa whereby share certificates, certified transfer deeds, balance receipts and any other documents of title to shares in a tangible form are dematerialised in favour of electronic record for purposes of Strate and “dematerialised” shall be construed accordingly;
“Existing Articles”	the existing articles of association of the Company adopted by the Company on 8 June 2007;
“Form of Proxy”	the form of proxy enclosed with this circular relating to the AGM;
“Guernsey Companies Act”	Companies (Guernsey) Law 1994 - 1996, as amended;
“JSE”	JSE Limited, a public company duly incorporated under the company laws of South Africa under registration number 2005/022939/06, licensed as an exchange under the Securities Services Act, 2004 (Act 36 of 2004) as amended;
“Notice of AGM”	means the notice of AGM set out in part 3 of this document.
“Ordinary Shares”	ordinary shares of £0.01 each in the capital of CRG;
“Own Name Registration”	holding by Shareholders in South Africa of dematerialised Ordinary Shares with a CSDP in terms of the Custody and Administration of the Securities Act 1992 (Act 85 of 1992), as amended, in the name of the relevant Shareholder;
"Shareholders"	holders of Ordinary Shares;
“Strate”	Strate Limited, a public company duly incorporated under the company laws of South Africa (registration number 1998/022242/06), and a registered central securities depository in terms of the Securities Services Act, 2004 (Act 36 of 2004),

as amended;

“South African Certificated Shareholders”

Shareholders on the South African register who have not elected to convert their share certificates in the capital of the Company to uncertificated form under Strate;

“South African Dematerialised Shareholders”

Shareholders on the South African register who have dematerialised their Ordinary Shares with a CSDP by converting their certificated shares to uncertificated form which is maintained by Strate; and

“the Transfer Secretaries in South Africa”

Computershare Investor Services (Proprietary) Limited (registration number 2004/003647/07).

## Part 2

### CENTRAL RAND GOLD LIMITED

*(Incorporated as a company with limited liability under the laws of Guernsey, Company Number 45108 and incorporated as an external company with limited liability under the laws of South Africa, registration number 2007/019223/10 whose registered office is at Sydney Vane House, Admiral Park, St Peter Port, Guernsey GY1 2HU with a branch office at 6-10 Riviera Road, Block C, Houghton, Johannesburg, South Africa 2193)*

ISIN: GG00B24HM601  
Share Code on LSE: CRND  
Share Code on JSE: CRD

#### *Directors:*

Alastair Walton (*Non-Executive Chairman*)  
Gregory James (*Chief Executive Officer*)  
Michael Sullivan (*Chief Operating Officer*)  
Riccardo Vittino (*Chief Financial Officer*)  
Nicholas Farr-Jones (*Non-Executive Director*)  
Robert Kirkby (*Non-Executive Director*)  
Miklos Salamon (*Non-Executive Director*)  
Michael McMahon (*Non-Executive Director*)

#### *Registered Office:*

Sydney Vane House  
Admiral Park  
St Peter Port  
Guernsey  
GY1 2HU

8 May 2008

Dear Shareholder,

### **Annual General Meeting**

The AGM of the Company is to be held at the offices of Carey Olsen, 7 New Street, St Peter Port, Guernsey, GY1 4BZ 11 a.m. (UK time) on 19 June 2008. Shareholders wishing to participate in the AGM, in Guernsey via video link from London may do so at the offices of Hunton & Williams, 30 St Mary Axe, London EC3A 8EP and Shareholders wishing to participate in the AGM via video link from Johannesburg may do so at the offices of Taback and Associates (Proprietary) Limited, 13 Eton Road, Parktown, Johannesburg. You will see from the Notice of AGM set out in Part 3 of this document that eight resolutions are to be considered. There are six ordinary resolutions: one in relation to receiving and considering the report and accounts for the Company for the financial year ended 31 December 2007 (the "**Report and Accounts**"); one in relation to re-appointing the auditors of the Company; one in relation to the appointment of Michael Mahon as a director of the Company; one in relation to approving the grant of shares in the Company to Michael McMahon; and two resolutions in relation to the re-appointment of directors of the Company retiring by rotation. One extraordinary resolution is to

be considered in relation to the disapplication of pre-emption rights. One special resolution is to be considered in relation to amending the Existing Articles.

### **Report and Accounts**

As mentioned in my letter dated 7 December 2007 (convening the annual general meeting of the Company which was held on 10 January 2008), under the Guernsey Companies Act the AGM had to be convened and held by 12 January 2008. This did not allow sufficient time for the Report and Accounts to be prepared. The Report and Accounts have now been prepared and a copy of the same is enclosed with this letter. Under the Guernsey Companies Act the Company must hold its AGM within 15 calendar months of its last AGM. It has been decided to convene a further AGM this year to ensure that when the AGM is convened for next year the Company will have had sufficient time to prepare its report and accounts for the financial year ended 31 December 2008 in order that they may be considered at the AGM.

### **Resolutions 3 and 4 - Appointment of Michael McMahon as a director and approval of share grant**

The Board is pleased to confirm that Michael McMahon was appointed as a director of the Company on 29 April 2008. Under the terms of his letter of appointment, Mr McMahon is entitled to an annual fee of £50,000 which is the same as the other Non-Executives Directors (other than the Chairman). In accordance with the Existing Articles, Mr McMahon is obliged to offer himself for re-appointment at the AGM following his appointment. Resolution 3 deals with this re-appointment. Resolution 4 seeks approval for the grant of up to 300,000 Ordinary Shares to Mr McMahon at a price of £0.01 per share to be transferred by Carey Pensions and Benefits Limited (the "**Trustees**"), the trustees of the CRG Benefit Trust, to Mr McMahon as follows: 100,000 shares on the date the resolution is passed; 100,000 shares on the first anniversary of the date of his appointment to the Board; and 100,000 shares on the second anniversary of the date of his appointment to the Board. In order to satisfy the grant of shares to Mr McMahon on 29 April the Company allotted the Trustees 300,000 Ordinary Shares at a subscription price of £0.01 per share conditional on shareholder approval being obtained for the grant of up to 300,000 Ordinary Shares to Mr McMahon at a price of £0.01 per share.

### **Resolution Number 7 – Authority to disapply pre-emption rights**

Under article 4.1 of the Existing Articles of the Company, the unallotted and unissued shares shall be at the disposal of the Board, which may allot, grant options over or otherwise dispose of the shares to such persons on such terms and conditions and at such times as the Board shall determine. Under article 10.1 of the Existing Articles, each person who holds Relevant Shares or Relevant Employee Shares, as defined in the Existing Articles, has pre-emption rights when the Company is proposing to allot equity securities wholly for cash and the pre-emption rights may be disapplied by way of an extraordinary resolution under article 10.6 of the Existing Articles. The pre-emption rights contained in article 10.1 do not apply to the allotment of shares or the grant of options over shares which would be held under an employees' share scheme.

The pre-emption rights contained in the Existing Articles were disapplied by an extraordinary

resolution of the Company passed on 10 January 2008 which disapplication is valid up to the conclusion of this proposed AGM.

It is proposed to renew the Board authority under article 4.1 to allot the unallotted and unissued shares in the capital of the Company as if the pre-emption rights contained in article 10.1 of the Existing Articles does not apply to further allotment of shares in the Company wholly for cash, provided (i) that such power is limited to the allotment of equity securities up to a maximum aggregate nominal amount equal to £123,309 (being 12,330,900 Ordinary Shares which equals approximately 5 per cent. of the issued share capital of the Company as of the date of this document) with a cumulative amount of less than 7.5 per cent. of the issued share capital in any three year rolling period; and (ii) that such authority is to expire 15 months after the passing of the proposed resolution or if earlier, on the conclusion of the next annual general meeting. The limitation in the proposed resolution is made in compliance with the guidelines recommended by Association of British Insurers and National Association of Pension Funds. Other than: (i) fulfilling the Company's obligations under outstanding share options or further share options or share grants (to be granted under the Company's employee share schemes); and (ii) the conditional allotment of 300,000 Ordinary Shares to the Trustees to enable them to satisfy the grant of shares to Mr McMahon referred to above becoming unconditional; your Board has no present intention of issuing any shares in the Company.

### **Resolution Number 8 - Amendments to Articles**

Resolution 8 comprises special business and sets out proposed amendments to the Existing Articles to deal with: (i) allowing communications to take place by electronic means; (ii) specifically allowing forms of proxy to be deposited at an address other than the registered office if specified in the relevant notice calling the meeting or proxy form; and (iii) removing references to the "Toronto Stock Exchange" and "Toronto". Relevant extracts from the Existing Articles are set out in Part 4 of this document. In addition extracts from relevant UK legislation used in the proposed amendments to the Existing Articles are set out in Part 5 of this document.

### **Action to be Taken in connection with the Notice of AGM**

Enclosed with this document is a Form of Proxy for use at the AGM. All Shareholders (including South African Certificated Shareholders and South African Dematerialised Shareholders with Own Name Registration but excluding all other South African Dematerialised Shareholders) who do not intend attending the AGM are asked to complete and return it to the Company at its registered office (c/o Artemis Secretaries Limited, Sydney Vane House, Admiral Park, St Peter Port, Guernsey GY1 2HU) or the Company's offices in South Africa (6-10, Riviera Road, Bock C, Houghton, Johannesburg, South Africa 2193) or, for convenience, to the Transfer Secretaries in South Africa being Computershare Investor Services (Proprietary) Limited (c/o 70 Marshall Street, Johannesburg 2001 (PO Box 61051, Marshalltown, 2107) Republic of South Africa) so as to be deposited at the registered office, the Company's offices in South Africa or the Transfer Secretaries in South Africa as soon as possible, and in any event not later than 11 a.m. (UK time) (being 12 noon South African time) on 17 June 2008. Completion and return of the Form of Proxy will not affect a registered Shareholder's right to attend and vote at the AGM should they wish to do so.

South African Dematerialised Shareholders who do not have Own Name Registration and who wish to attend the AGM should instruct their CSDP or broker to issue them with the necessary letter of representation to attend the meeting in person, in the manner stipulated in the custody agreement governing the relationship between such shareholders and their CSDP or broker. These instructions must be provided to the CSDP or broker by the cut-off time and date advised by the CSDP or broker for instructions of this nature.

South African Dematerialised Shareholders who do not have Own Name Registration and who cannot attend but who wish to vote at the AGM should provide their CSDP or broker with their voting instructions, in the manner stipulated in the custody agreement governing the relationship between such shareholders and their CSDP or broker. These instructions must be provided to the CSDP or broker by the cut-off time and date advised by the CSDP or broker for instructions of this nature.

### **Recommendation**

The directors of the Company consider that the above proposals are in the best interests of the Company and its Shareholders as a whole.

Accordingly, the directors unanimously recommend Shareholders to vote in favour of all the resolutions at the AGM as they intend to do in relation to their beneficial shareholdings totalling 9,150,000 Ordinary Shares (representing approximately 3.71 per cent of the issued Ordinary Shares as at the date of this document).

Yours faithfully

A handwritten signature in black ink, appearing to read 'A Walton', is written over a light blue rectangular background.

**Alastair Walton**  
*Chairman*

### **Part 3**

**Central Rand Gold Limited**  
**(Guernsey Company Number 45108)**  
**(South Africa Registration Number 2007/019223/10)**  
**(the "Company")**

#### **NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Company will be held at the offices of Carey Olsen, 7 New Street, St Peter Port, Guernsey GY1 4BZ on 19 June 2008 at 11 a.m. (UK time) to consider and if thought fit, pass the following resolutions as ordinary resolutions, an extraordinary resolution and a special resolution of the Company in the manner provided for by the Guernsey Companies Act and subject to the requirements of the Listing Rules of the Financial Services Authority in its capacity as the United Kingdom Listing Authority:

#### **ORDINARY RESOLUTIONS**

- 1 To receive and consider the Company's annual accounts for the financial year ended 31 December 2007 together with the directors' and auditors' reports on the annual accounts.
- 2 To re-appoint Moore Stephens as auditors to the Company to hold office from the conclusion of the meeting until the conclusion of the next meeting at which accounts are laid before the Company and to authorise the directors to fix their remuneration.
- 3 To re-appoint John Michael McMahon as a director of the Company who was appointed after the last Annual General Meeting in accordance with article 16.2 of the articles of association of the Company (the "Articles") and being eligible offers himself for re-appointment.
- 4 To approve the grant of a maximum of 300,000 ordinary shares in the Company ("Shares") from Carey Pensions and Benefits Limited, the trustees of the CRG Benefit Trust, to John Michael McMahon at a price of £0.01 per Share to be transferred as follows:
  - (a) 100,000 Shares on the date this resolution is passed by the shareholders in general meeting;
  - (b) 100,000 Shares on the first anniversary of the date John Michael McMahon became a director of the Company; and
  - (c) 100,000 Shares on the second anniversary of the date John Michael McMahon became a director of the Company.
- 5 To re-appoint Gregory James as a director of the Company who retires by rotation in

accordance with article 16.3 of the Articles and being eligible offers himself for re-appointment.

- 6 To re-appoint Miklos Salamon as a director of the Company who retires by rotation in accordance with article 16.3 of the Articles and being eligible offers himself for re-appointment.

### **EXTRAORDINARY RESOLUTION**

- 7 THAT the directors be and are hereby empowered to allot equity securities wholly for cash pursuant to the authority conferred by article 4.1 and article 10.6 of the Articles as if article 10.1 of the Articles did not apply to any such allotment, provided that this power shall be limited to the allotment of equity securities:
  - (a) in connection with an offer of such securities by way of rights to holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings of such shares, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any territory, or the requirements of any regulatory body or stock exchange or otherwise; and
  - (b) otherwise than and in addition to pursuant to sub-paragraph (a) of this resolution up to a maximum aggregate nominal amount equal to £123,309 (being approximately 5 per cent. of the issued share capital of the Company as at 8 May 2008) and a cumulative amount of less than 7.5 per cent. of the issued share capital in any three year rolling period;

and provided that this authority shall expiry on the 15 months' anniversary of the date of this resolution or on the conclusion of the Company's next annual general meeting if earlier save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred hereby has expired and in this resolution the expression "equity securities" and references to the "allotment of equity securities" shall bear the same respective meanings as in article 1.1 of the Articles.

## SPECIAL RESOLUTION

8 The following amendments be and are hereby made to the existing articles of association of the Company:

(a) in Article 1.1;

(i) the deletion of the existing definition of "**TSX**"; and

(ii) the insertion of the following new definitions after the definition of "dividend";

**"electronic form** Means the same as in the United Kingdom Companies Act 2006.

**electronic means** Means the same as in the United Kingdom Companies Act 2006.";

(b) in Article 2.4:

(i) the deletion of the word "electronic" before the word "communication" in the last line; and

(ii) the insertion of the words "by electronic means or in electronic form" after the word "communication" in the last line;

(c) the deletion of the existing Article 2.11 in its entirety;

(d) the existing Article 2.12 be re-numbered Article 2.11 and the words "electronic communication" in line 1 be substituted by the words "a communication by electronic means or in electronic form";

(e) the insertion of the following Article as a new Article to be numbered 2.12.

"2.12 Where pursuant to any provision of these Articles any notice, appointment of proxy or other document which is in electronic form is required to be signed or executed by or on behalf of any person, that signature or execution shall include the affixation by or on behalf of that person of an electronic signature (as defined in s7(2) of the United Kingdom Electronic Communications Act 2000) in such form as the Directors may approve."

(f) in Article 8.4, the word "mechanically" be substituted by the words "either mechanically or by electronic signature.";

(g) the deletion of the existing Article 15.8 in its entirety and the insertion of the following new Article numbered 15.8 in its place;

"15.8 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall:

15.8.1 in the case of an instrument sent by post or by hand, be deposited at the Office (or at such other place as is specified for that purpose in the notice calling the meeting or in any instrument of proxy sent out by the Company in relation to the meeting) not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; and

15.8.2 in case of an appointment sent by electronic means, be received at any address specified or deemed to be specified by the Company for the purpose of receiving a proxy by electronic means not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote,

and in default unless the Board directs otherwise the instrument of proxy shall not be treated as valid."

(h) in Article 30.4, the insertion of the words "or by electronic means or in electronic form" after the word "post" in line 3;

(i) in Article 33.2, the words "Toronto (Ontario Canada)" in line 7 be substituted by the words "Johannesburg (South Africa)";

(j) the deletion of the existing Article 33.3 in its entirety and the insertion of the following new Article numbered 33.3 in its place;

"33.3 A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the Register in respect of the share, and notice so sent or supplied shall be sufficient notice to all the joint holders. A joint holder whose name stands first in the Register but who has no specified or registered address in Guernsey or the United Kingdom for the service of notices shall be disregarded for this purpose except to the extent that the Company intends to send or supply a notice in electronic form or by electronic means and the joint holder has agreed (generally or specifically) to the sending or supply of that document, information or notice in electronic form or by electronic means and has not revoked that agreement and he has notified the Company of an address for that purpose.";

(k) in Article 33.5 the words "electronic communication" in lines 2 and 5 be substituted by the words "in electronic form or by electronic means";

(j) the insertion after Article 33.5 of the following Articles as new Articles to be numbered Article 33.6, 33.7 and 33.8;

"33.6 Any document, information or notice is validly sent or supplied by the Company in electronic form:

33.6.1 to a person if that person has agreed (generally or specifically) that the document, information or notice may be sent or supplied in that form and has not revoked that agreement; or

33.6.2 to a person that is deemed to have so agreed by virtue of the provisions contained in these Articles or a resolution of the Company.

33.7 Any document, information or notice is validly sent or supplied by the Company by electronic means if it is sent or supplied to an address specified for the purpose by the intended recipient (generally or specifically).

33.8 Any document, information or notice is validly sent or supplied by the Company to a person by being made available on a website if:

33.8.1 the person has agreed (generally or specifically) that the document, information or notice may be sent or supplied to him in that manner, or he is deemed to have so agreed by virtue of the provisions contained in these Articles or a resolution of the Company, and in either case he has not revoked that agreement;

33.8.2 the Company has notified the intended recipient of:

(i) the presence of the document, information or notice on the website;

(ii) the address of the website;

(iii) the place on the website where such document may be accessed;

(iv) how to access the document, information or notice; and

(v) any other information prescribed by the Laws including, when the document, information or notice is a notice of meeting, that fact, the place, date and time of the meeting and whether the meeting is an annual general meeting; and

33.8.3 the notice is available on the website throughout the period beginning with the date of the notification and ending with the

conclusion of the meeting.";

- (k) the deletion of the existing Article 33.9 in its entirety;
- (l) the existing Article 33.10 be renumbered 33.12 and the words "An electronic communication" in line 1 be substituted by the words "Any communication in electronic form or by electronic means"; and
- (m) the existing Articles 33.6, 33.7 and 33.8 be renumbered Articles 33.9, 33.10 and 33.11 respectively.

.....  
**DIRECTOR**  
**BY ORDER OF THE BOARD**

**Date of Notice** : 8 May 2008  
**Company Number** : Guernsey 45108  
South Africa 2007/019223/10

**Registered Office** : Sydney Vane House  
Admiral Park  
St Peter Port  
Guernsey  
GY1 2HU

**NOTES:**

- (1) Shareholders entitled to attend and vote may appoint a proxy or proxies to attend and vote on their behalf. A proxy need not be a member of the Company.
- (2) A Form of Proxy is enclosed for the AGM. All Shareholders (including South African Certificated Shareholders and South African Dematerialised Shareholders with Own Name Registration but excluding all other South African Dematerialised Shareholders) who do not intend attending the AGM are asked to complete and return a Form of Proxy. To be valid the Form of Proxy (and the power of attorney or other authority, if any, under which it is signed or a duly certified copy of such authority) must be deposited at the Company's registered office (c/o Artemis Secretaries Limited, Sydney Vane House, Admiral Park, St Peter Port, Guernsey GY1 2HU) or the Company's offices in South Africa (6-10, Riviera Road, Bock C, Houghton, Johannesburg, South Africa 2193). Shareholders may deposit their Form of Proxy with the Transfer Secretaries in South Africa being Computershare Investor Services (Proprietary Limited) (c/o 70 Marshall Street, Johannesburg 2001 (PO Box 61051, Marshalltown, 2107 Republic of South Africa). The Form of Proxy will not be valid unless it is deposited at the registered office or the Company's offices in South Africa not later than 48 hours before the time for the

holding of the AGM or any adjournment thereof and with the Transfer Secretaries in South Africa not later than 48 hours before the time for the holding of the AGM or any adjournment thereof. Completion and return of a Form of Proxy does not prevent a member from attending and voting in person at the meeting.

- (3) South African Dematerialised Shareholders who do not have Own Name Registration and who wish to attend the AGM should instruct their CSDP or broker to issue them with the necessary letter of representation to attend the meeting in person, in the manner stipulated in the custody agreement governing the relationship between such shareholders and their CSDP or broker. These instructions must be provided to the CSDP or broker by the cut-off time and date advised by the CSDP or broker for instructions of this nature.

South African Dematerialised Shareholders who do not have Own Name Registration and who cannot attend but who wish to vote at the AGM should provide their CSDP or broker with their voting instructions, in the manner stipulated in the custody agreement governing the relationship between such shareholders and their CSDP or broker. These instructions must be provided to the CSDP or broker by the cut-off time and date advised by the CSDP or broker for instructions of this nature.

- (4) In the case of an individual, the Form of Proxy must be signed by the appointor or by his or her attorney duly authorised in writing.
- (5) In the case of a corporation, the Form of Proxy must either be executed under its seal or under the hand of a duly authorised officer or attorney.
- (6) In the case of joint holders, such persons shall elect one of their number to represent them and to vote whether in person or by proxy. In default of such election the person whose name stands first in the register of members shall alone be entitled to vote.
- (7) The following documents will be available for inspection during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) at the registered office of the Company from the date of this notice until the date of the meeting, and at the meeting from 15 minutes prior to its commencement until it ends:
  - (i) copies of the service contracts of each of the directors of the Company; and
  - (ii) the register of directors' interests in the share capital of the Company.

## Part 4

### Extract from the Existing Articles

#### 1 DEFINITIONS

<b>Articles</b>	These Articles of Association as now framed and at any time altered.
<b>Auditor</b>	The auditor for the time being of the Company.
<b>Board</b>	The Directors at any time or the Directors present at a duly convened meeting at which a quorum is present or, as the case may be, the Directors assembled as a committee of such Board.
<b>Director</b>	A Director of the Company for the time being.
<b>Equity Security</b>	A relevant share in the Company (other than a share shown in the memorandum to have been taken by a subscriber to the memorandum or a bonus share), or a right to subscribe for, or to convert securities into, relevant shares in the company. A reference to the allotment of Equity Securities or of Equity Securities consisting of Relevant Shares of a particular class includes the grant of a right to subscribe for, or to convert any securities into, Relevant Shares in the Company or (as the case may be) relevant shares of a particular class; but such a reference does not include the allotment of any relevant shares pursuant to such a right.
<b>Extraordinary Resolution</b>	A resolution of the Members in general meeting passed by a majority of not less than seventy five per cent of the votes recorded, including, where there is a poll, any votes cast by proxy.
<b>Laws</b>	Every Order in Council, Act or Ordinance for the time being in force concerning companies registered in Guernsey or securities or other laws of other jurisdictions applicable to the Company.
<b>Member</b>	In relation to shares means the person whose name is entered in the Register as the holder of the shares and includes any person entitled on the

death, disability or insolvency of a Member.

**Office** The registered office at any time of the Company and any branch offices in jurisdictions in which the Company's share are traded.

**Register** The register of Members kept pursuant to the Laws.

**Relevant Employee Shares** Shares of the Company which would be relevant in it but for the fact that they are held by a person who acquired them in pursuance of an employees' share scheme.

**Relevant Shares** In relation to the Company, means shares in the Company other than:

(a) shares which as respects dividends and capital carry a right to participate only up to a specified amount in a distribution; and

(b) shares which are held by a person who acquired them in pursuance of an employees' share scheme or, in the case of shares which have not been allotted, are to be allotted in pursuance of such a scheme.

**TSX** The Toronto Stock Exchange.

## 1. INTERPRETATION

2.4 Expressions referring to writing include any mode of representing or reproducing words (but only to the extent that (a) the Directors so resolve, either generally or in relation to particular categories of document, and (b) (the recipient (if not the Company) has requested or agreed) including electronic communication.

2.11 The expressions "**communication**" and "**electronic communication**" shall have the same respective meanings as in the Electronic Communications Act 2000, the latter including, without limitation, e-mail, facsimile, CD-Rom, audio tape and telephone transmission and (in the case of electronic communication by the Company in accordance with Article 33.5) publication on a web site.

2.12 The expression "**address**" shall include, in relation to electronic communication, any number or address used for the purposes of such communication.

## **4. SHARES**

- 4.1 Subject to the provisions of these Articles, the unallotted and unissued shares shall be at the disposal of the Board which may allot, grant options over or otherwise dispose of them to such persons on such terms and conditions and at such times as the Board shall determine.
- 4.2 Any preference shares may, with the sanction either of the Board or an ordinary resolution, be issued on terms that they are or at the option of the Company or the holder are liable to be redeemed on such terms and in such manner as the Company before the issue may by ordinary resolution determine and subject to and in default of such determination as the Board may determine.
- 4.3 The Company may from time to time, subject to the provisions of the Laws purchase its own shares (including any redeemable shares) in any manner authorised by the Laws and may hold any such shares as treasury shares provided that the number of shares held as treasury shares shall not at any time exceed ten per cent of the total number of shares in issue at that time.
- 4.4 The Company and any of its subsidiary companies may give financial assistance, as defined by Section 2 of The Companies (Financial Assistance for Acquisition of Own Shares) Ordinance, 1998, directly or indirectly for the purpose of or in connection with the acquisition of its shares or in connection with reducing or discharging any liability incurred in connection with the purchase of shares in the Company.
- 4.5 If at any time the shares of the Company are divided into different classes, all or any of the rights for the time being attached to any share or class of shares (and notwithstanding that the Company may or may be about to be in liquidation) may be varied or abrogated in such manner (if any) as may be provided by such rights or, in the absence of any such provision, either with the consent in writing of the holders of not less than two thirds in number of the issued shares of that class or with the consent of an ordinary resolution passed at a separate general meeting of the holders of shares of the class duly convened and held as provided in these Articles, but so that the quorum at such meeting (other than an adjourned meeting) shall be two persons holding or representing by proxy at least one third of the issued shares of the class in question.
- 4.6 The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not (unless otherwise expressly provided by the terms of issue of the shares of that class) be deemed to be varied by (a) the creation or issue of further shares ranking as regards participation in the profits or assets of the Company in some or all respects *pari passu* therewith but in no respect in priority thereto or (b) the purchase or redemption by the Company of any of its own shares.
- 4.7 The special rights conferred upon the holders of any shares or class of shares issued with preferred, deferred or other special rights shall not be deemed to be varied by the exercise of any powers under Article 7.
- 4.8 For the avoidance of doubt, it is hereby declared that a resolution to create or increase the

authorised share capital of the Company shall not be regarded or deemed as varying, modifying or abrogating the special rights conferred upon the holders of any shares issued with preferred, deferred or other special rights.

- 4.9 The Company may pay commission in money or shares to any person in consideration of his subscribing or agreeing to subscribe whether absolutely or conditionally for any shares in the Company or procuring or agreeing to procure subscriptions whether absolute or conditional for any shares in the Company provided that the rate or amount of commission shall be fixed by the Board and disclosed in accordance with the Laws and shall not exceed 10 per cent of the subscription price for the Shares. The Company may also pay brokerages.
- 4.10 The Directors may at any time after the allotment of any share but before any person has been entered in the Register as the holder:
- 4.10.1 recognise a renunciation thereof by the allottee in favour of some other person and accord to any allottee of a share a right to effect such renunciation; and/or
- 4.10.2 allow the rights represented thereby to be one or more participating securities,
- in each case upon and subject to such terms and conditions as the Directors may think fit to impose.

## **7. DISCLOSURE OF BENEFICIAL INTERESTS**

- 7.1 The Directors shall have power by notice in writing to require any Member to disclose to the Company the identity of any person other than the Member (an "**interested party**") who has any interest (whether direct or indirect) in the shares held by the Member and the nature of such interest.
- 7.2 Any such notice shall require any information in response to such notice to be given in writing within such reasonable time as the Directors shall determine.
- 7.3 The Company shall maintain a register of interested parties to which the provisions of Sections 55 and 58 of the Laws shall apply mutatis mutandis as if the register of interested parties was the Register of Members and whenever in pursuance of a requirement imposed on a shareholder as aforesaid the Company is informed of an interested party the identity of the interested party and the nature of the interest shall be promptly inscribed therein together with the date of the request.
- 7.4 Directors may be required to exercise their powers under Article 7.1 above on the requisition of Members holding at the date of the deposit of the requisition not less than one-tenth of such of the paid-up capital of the Company.
- 7.5 A requisition under Article 7.4 must:-
- 7.5.1 state that the requisitionists are requiring the Company to exercise its powers under this Article;

- 7.5.2 specify the manner in which they require those powers to be exercised;
- 7.5.3 give reasonable grounds for requiring the Company to exercise those powers in the manner specified; and
- 7.5.4 be signed by the requisitionists and deposited at the Office.
- 7.6 A requisition may consist of several documents in like form each signed by one or more requisitionists.
- 7.7 On the deposit of a requisition complying with this section it is the Directors' duty to exercise their powers under Article 7.1 in the manner specified in the requisition.
- 7.8 If any Member has been duly served with a notice given by the Directors in accordance with Article 7.1 and is in default for the prescribed period in supplying to the Company the information thereby required, then the Directors may in their absolute discretion at any time thereafter serve a notice (a "direction notice") upon such Member.
- 7.9 A direction notice may direct that, in respect of:-
- 7.9.1 any shares in relation to which the default occurred (all or the relevant number as appropriate of such shares being the "**default shares**"); and
- 7.9.2 any other shares held by the Member;
- the Member shall not be entitled to vote at a general meeting or meeting of the holders of any class of shares of the Company either personally or by proxy to exercise any other right conferred by membership in relation to meetings of the Company or of the holders of any class of shares of the Company.
- 7.10 Where the default shares represent at least 0.25% of the class of shares concerned, the direction notice may additionally direct that in respect of the default shares:-
- 7.10.1 any dividend or the proceeds of any repurchase or repayment on the default shares or part thereof which would otherwise be payable on such shares shall be retained by the Company without any liability to pay interest thereon when such money is finally paid to the Member;
- 7.10.2 no transfer other than an approved transfer (as set out in Article 7.14.3) of the default shares held by such Member shall be registered unless:-
- (a) the Member is not himself in default as regards supplying the information requested; and
- (b) when presented for registration the transfer is accompanied by a certificate by the Member in a form satisfactory to the Directors to the effect that after due and careful enquiry the Member is satisfied that no person in default as regards supplying such information is interested in any of the shares the

subject of the transfer.

- 7.11 The Company shall send to each other person appearing to be interested in the shares the subject of any direction notice a copy of the notice, but failure or omission by the Company to do so shall not invalidate such notice.
- 7.12 If shares are issued to a Member as a result of that Member holding other shares in the Company and if the shares in respect of which the new shares are issued are default shares in respect of which the Member is for the time being subject to particular restrictions, the new shares shall on issue become subject to the same restrictions whilst held by that Member as such default shares. For this purpose, shares which the Company procures to be offered to Members pro rata (or pro rata ignoring fractional entitlements and shares not offered to certain Members by reason of legal or practical problems associated with offering shares outside the United Kingdom or Guernsey) shall be treated as shares issued as a result of a Member holding other shares in the Company.
- 7.13 Any direction notice shall have effect in accordance with its terms for as long as the default, in respect of which the direction notice was issued, continues but shall cease to have effect in relation to any shares which are transferred by such Member by means of an approved transfer as set out in Article 7.14.3(c). As soon as practical after the direction notice has ceased to have effect (and in any event within 7 days thereafter) the Directors shall procure that the restrictions imposed by Articles 7.9 and 7.10 shall be removed and that dividends withheld pursuant to Article 7.10.1 are paid to the relevant Member.
- 7.14 For the purpose of this Article:-
- 7.14.1 a person shall be treated as appearing to be interested in any shares if the Member holding such shares has given to the Company a notification which either (a) names such person as being so interested or (b) fails to establish the identities of those interested in the shares and (after taking into account the said notification and any other relevant notification) the Company knows or has reasonable cause to believe that the person in question is or may be interested in the shares;
- 7.14.2 the prescribed period in respect of any particular Member is 28 days from the date of service of the said notice in accordance with Article 7.1 except where the default shares represent at least 0.25% of the class of shares concerned in which case such period shall be 14 days;
- 7.14.3 a transfer of shares is an approved transfer if but only if:-
- (a) it is a transfer of shares to an offeror by way or in pursuance of acceptance of a public offer made to acquire all the issued shares in the capital of the Company not already owned by the offeror or connected person of the offeror in respect of the Company; or
  - (b) the Directors are satisfied that the transfer is made pursuant to a sale of the whole of the beneficial ownership of the shares to a party unconnected

with the Member and with other persons appearing to be interested in such shares; or

- (c) the transfer results from a sale made through a recognised investment exchange (as defined in the Financial Services and Markets Act 2000, as amended) or any stock exchange outside the United Kingdom on which the Company's shares are listed or normally traded.

For the purposes of this sub paragraph any person referred to in Article 20.7 in relation to Directors shall, *mutatis mutandis*, be included amongst the persons who are connected with the Member or any person appearing to be interested in such shares.

- 7.15 Any Member who has given notice of an interested party in accordance with Article 7.1 who subsequently ceases to have any party interested in his shares or has any other person interested in his shares shall notify the Company in writing of the cessation or change in such interest and the Directors shall promptly amend the register of interested parties accordingly.
- 7.16 Every Member shall comply with the notification and disclosure requirements set out in Chapter 5 of the Disclosure and Transparency Rules Sourcebook (as amended and varied from time to time) of the FSA Handbook as if the Company were classified as an "issuer" whose "Home State" is the "United Kingdom" (as such terms are defined in the FSA Handbook).
- 7.17 If it shall come to the attention of the Directors that any Member has not, within the requisite period made or, as the case may be, procured the making of any notification required by this Article, the Company may (in the absolute discretion of the Directors) at any time thereafter by notice (a "Restriction Notice") to such Member direct that, in respect of the Equity Securities in relation to which the default has occurred (the "Default Shares" which expression shall include any further Equity Securities which are issued in respect of any Default Shares), the Member shall not be entitled to be present or to vote on any question (either in person or in proxy), at any general meeting of the Company or separate general meeting of the holders of any class of Equity Securities of the Company, or to be recognised in a quorum or to sign a written resolution.
- 7.18 Where the Default Shares represent at least 0.25 per cent. in nominal value of the issued shares of their class, then the Restriction Notice may additionally direct that in respect of the Default Shares:
  - 7.18.1 any distribution or any part of a distribution or other amounts payable in respect of the Default Shares be withheld by the Company, which has no obligation to pay interest on the same, and shall be payable (when the restriction notice ceases to have effect) to the person who would but for the Restriction Notice have been entitled to them; and/or
  - 7.18.2 where an offer of the right to elect to receive Equity Securities instead of cash in respect of any dividend or part thereof is or has been made by the Company any

election made thereunder by such Member in respect of such Default Shares shall not be effective; and/or

- 7.18.3 no transfer of any of the Equity Securities held by any such Member shall be recognised or registered by the Directors unless: (1) the transfer is an excepted transfer; or (2) the Member is not himself in default as regards supplying the requisite information required under this Article and, when presented for registration the transfer is accompanied by a certificate by the Member in a form satisfactory to the Directors to the effect that after due and careful enquiry the Member is satisfied that none of the Equity Securities, the subject of the transfer are Default Shares.
- 7.19 The Company shall send a copy of the Restriction Notice to each other person appearing to be interested in the Equity Securities the subject of such notice, but the failure or omission by the Company to do so shall not invalidate the notice.
- 7.20 Any Restriction Notice shall have effect in accordance with its terms from the date it is given until not more than seven days after the Directors are satisfied that the default in respect of which the Restriction Notice was issued no longer continues but shall cease to have effect in relation to any Equity Securities which are transferred by such Member. The Company may (at the absolute discretion of the Directors) at any time give notice to the Member cancelling or suspending for a stated period the operation of a Restriction Notice in whole or part.
- 7.21 A person, other than the Member holding a share in the capital of the Company, shall be treated as appearing to be interested in that share if the Member has informed the Company that the person is, or may be interested, or the Company after taking account of information obtained from a Member knows or has reasonable cause to believe that the person is, or maybe, so interested.

## **8. CERTIFICATES AND REGISTER OF MEMBERS**

- 8.4 All forms of certificate for shares or debentures or representing any other form of security (other than letters of allotment scrip certificates and other like documents) may if determined by the board be issued under the common signature of the company and may be signed mechanically.

## **10. OFFERS TO SHAREHOLDERS TO BE ON PRE-EMPTIVE BASIS**

- 10.1 Subject to the provisions of this article if the Company is proposing to allot Equity Securities it:
- 10.1.1 shall not allot any of them on any terms to a person unless it has made an offer to each person who holds Relevant Shares or Relevant Employee Shares to allot to him on the same or more favourable terms a proportion of those Equity Securities which is as nearly as practicable equal to the proportion in nominal value held by him of the aggregate of Relevant Shares and Relevant Employee Shares, and

- 10.1.2 shall not allot any of those Equity Securities to a person unless the period during which any such offer may be accepted has expired or the Company has received notice of the acceptance or refusal of every offer so made.
- 10.2 Article 10.1 does not apply to a particular allotment of Equity Securities if these are, or are to be, wholly or partly paid up otherwise than in cash or Equity Securities which the Company has offered to allot to a holder of Relevant Shares or Relevant Employee Shares.
- 10.3 Article 10.1 does not apply to the allotment of Equity Securities which would, apart from a renunciation or assignment of the right to their allotment, be held under an employees' share scheme.
- 10.4 Subject to the following articles, an offer required pursuant to article 10.1 shall be in writing and shall be made to a holder of shares either personally or by sending it by post (that is to say, prepaying and posting a letter containing the offer) to his registered address. Where shares are held by two or more persons jointly, the offer may be made to the joint holder first named in the register of members in respect of the shares.
- 10.5 In the case of a holder's death or bankruptcy, the offer required pursuant to article 10.1 may be made:
- 10.5.1 by sending it by post in a prepaid letter addressed to the persons claiming to be entitled to the shares in consequence of the death or bankruptcy by name, or by the title of representatives of the deceased, or trustee of the bankrupt, or by any like description, at the address supplied for the purpose by those so claiming, or
- 10.5.2 (until such an address has been so supplied) by giving the notice in any manner in which it might have been given if the death or bankruptcy had not occurred.
- 10.6 The Company may by extraordinary Resolution resolve that article 10.1 shall be disappplied in relation to an allotment of Equity Securities.
- 10.7 The Directors may allot Equity Securities in pursuance of an offer or agreement previously made by the Company, if the power or resolution enabled the Company to make an offer or agreement which would or might require Equity Securities to be allotted after it expired.

## **15. VOTES OF MEMBERS**

- 15.8 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default unless the Board directs otherwise the instrument of proxy shall not be treated as valid.

## **16. NUMBER AND APPOINTMENT OF DIRECTORS**

- 16.1 Until otherwise determined by the Board, the number of Directors shall be not less than four nor more than eleven.
- 16.2 The Board shall have power at any time to appoint any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the number (if any) fixed pursuant to these Articles. Any person so appointed by the Directors shall hold office only until the next annual general meeting and shall then be eligible for election.
- 16.3 At the first annual general meeting and at each annual general meeting thereafter: (a) any Director who was elected or last re-elected a Director at or before the annual general meeting held in the third calendar year before the current year shall retire by rotation; and (b) such further Directors (if any) shall retire by rotation as would bring the number retiring by rotation up to one-third of the number of Director in office at the date of the notice of the meeting (or, if their number is not a multiple of three, the number nearest to but not greater than one-third). A Director retiring by rotation pursuant to this Article 16.3 shall be eligible for re-election.
- 16.4 No person other than a Director retiring at a general meeting shall, unless recommended by the Directors, be eligible for election by the Company to the office of Director unless not less than 7 clear days before the date appointed for the meeting there shall have been left at the Office notice in writing signed by a Member duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election together with notice in writing signed by that person of his willingness to be elected.
- 16.5 The Company at the meeting at which a Director retires in the manner aforesaid may fill the vacated office by appointing a person thereto by ordinary resolution and in default the retiring Director shall, if willing to act, be deemed to have been re-appointed unless at such meeting it is expressly resolved not to fill the vacated office or a resolution for the re-appointment of such Director shall have been put to the meeting and lost. The Company at such meeting may also (subject to Article 16.2) fill up any other vacancies.
- 16.6 Without prejudice to the powers of the Board, the Company by ordinary resolution may appoint any person to be a Director either to fill a casual vacancy or as an additional Director, but so that the total number of Directors shall not thereby exceed the maximum number (if any) fixed by or in accordance with these Articles.
- 16.7 At a general meeting a motion for the appointment of two or more persons as Directors of the Company by a single resolution shall not be made unless a resolution that it shall be so made has been first agreed to by the meeting without any vote being given against it.

## **30. CAPITALISATION OF PROFITS**

- 30.4 A copy of every balance sheet and of all documents annexed thereto including the reports of the Directors and the Auditors shall at least 21 days before the date of the meeting be

delivered or sent by post to each of the registered holders and to the Auditors. Any holder may by written notice served on the Company waive this requirement.

### **33. NOTICES**

- 33.2 Any notice or other document, if served by post, shall be deemed to have been served (subject to any mandatory period as may from time to time be specified by the Laws) twenty four hours after the time when the letter containing the same is posted and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed and duly posted. A notice given by advertisement shall be published in at least one UK national newspaper, one daily newspaper circulated widely in each of Guernsey, Toronto (Ontario Canada) and such other jurisdictions as the Directors consider appropriate from time to time and shall be deemed to have been served before noon the day on which the advertisement appears.
- 33.3 A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the Register in respect of the share.
- 33.5 Any document or notice which, in accordance with these Articles, may be sent by the Company by electronic communication shall, if so sent, be deemed to be received at the expiration of 24 hours after the time it was sent. Proof (in accordance with the formal recommendations of best practice contained in the guidance issued by the Institute of Chartered Secretaries and Administrators) that an electronic communication was sent by the Company shall be conclusive evidence of such sending.
- 33.9 Any Member may notify the Company of an address for the purpose of his receiving electronic communications from the Company, and having done so shall be deemed to have agreed to receive notices and other documents from the Company by electronic communication of the kind to which the address relates. In addition, if a Member notifies the Company of his e-mail address, the Company may satisfy its obligation to send him any notice or other document by:
- 33.9.1 publishing such notice or document on a web site; and
  - 33.9.2 notifying him by e-mail to that e-mail address that such notice or document has been so published, specifying the address of the web site on which it has been published, the place on the web site where it may be accessed, how it may be accessed and (if it is a notice relating to a shareholders' meeting) stating (i) that the notice concerns a notice of a company meeting served in accordance with the Act, (ii) the place, date and time of the meeting, (iii) whether the meeting is to be an annual or extraordinary general meeting and (iv) such other information as the Statutes may prescribe.
- 33.10 An electronic communication shall not be treated as received by the Company if it is rejected by computer virus protection arrangements.

## Part 5

### Extract from the United Kingdom Companies Act 2006 and the United Kingdom Electronic Communications Act 2000

#### 1 **Meaning of "electronic form" and "electronic means"**

Sections 1168(3) and (4) of the United Kingdom Companies Act 2006 provide as follows:

- "(3) A document or information is sent or supplied in electronic form if it is sent or supplied—
- (a) by electronic means (for example, by e-mail or fax), or
  - (b) by any other means while in an electronic form (for example, sending a disk by post).

References to electronic copy have a corresponding meaning.

- (4) A document or information is sent or supplied by electronic means if it is—
- (a) sent initially and received at its destination by means of electronic equipment for the processing (which expression includes digital compression) or storage of data, and
  - (b) entirely transmitted, conveyed and received by wire, by radio, by optical means or by other electromagnetic means."

#### 2 **Meaning of "electronic signature"**

Section 7(2) of the United Kingdom Electronic Communications Act 2000 provides as follows:

- "(2) For the purposes of this section an electronic signature is so much of anything in electronic form as
- (a) is incorporated into or otherwise logically associated with any electronic communication or electronic data; and
  - (b) purports to be so incorporated or associated for the purpose of being used in establishing the authenticity of the communication or data, the integrity of the communication or data, or both."