



303652/20



BR1

CHWP000

This form should be completed in black.

**Return delivered for registration of a branch of an overseas company**

(Pursuant to Schedule 21A, paragraph 1 of the Companies Act 1985)

Corporate name  
(See note 5) (name in parent state)  
Business name  
(if different to corporate name)

**Country of Incorporation**

Identity of register  
(if applicable)

Legal form  
(See note 3)

For office  
use only

CN

FC 26839.

BN

BR 8873.

AURORA SHIPPING LIMITED

BRITISH VIRGIN ISLANDS

REGISTRY OF CORPORATE AFFAIRS, PASEA ESTATE,  
ROAD TOWN, TORTOLA  
BRITISH VIRGIN ISLANDS and registration no. 559386

INTERNATIONAL BUSINESS COMPANY PRIVATE

COMPANY LIMITED BY SHARES

**1** See note 2**PART A - COMPANY DETAILS****1**

\* State whether the company is  
a credit or financial institution

\* Is the company subject to Section 699A of the Companies Act 1985?

YES ☐NO ☒

(1) These boxes need not be completed by companies formed in EC member states

Governing law  
(See note 4)

INTERNATIONAL BUSINESS COMPANIES ACT 1984



\*AQN0JG9V\*

14/06/2006

652

A08

COMPANIES HOUSE

ing  
requirements

(10/03)

Period for which the company is required to prepare accounts by  
parent law. from \_\_\_\_\_ to \_\_\_\_\_

N/A

Period allowed for the preparation and public disclosure of accounts  
for the above period \_\_\_\_\_ months

(2) This box need NOT be completed by companies from EC member states, OR where the constitutional documents of the company already show this information.

Address of principal place of business in home country

TRIDENT CHAMBERS, P.O. Box 146, ROAD TOWN, TORTOLA, BRITISH VIRGIN ISLANDS

Objects of company

SHIPPING

Issued share capital

1.00 USD COMPRISING ONE ORDINARY SHARE OF 1.00USD Currency USD

### Company Secretary(ies)

(See note 10)

Name

\* Style / Title MR

Forenames CHAIM

Surname KLEIN

\* Honours etc.

Previous Forenames

Previous surname

13 THURLOW ROAD

Post town LONDON

County / Region

Postcode NW3 5PL Country UNITED KINGDOM

\* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address.

☐

Address ††

### Company Secretary(ies)

(See note 10)

Name

\* Style / Title

Forenames

Surname

\* Honours etc.

Previous Forenames

Previous surname

Post town

County / Region

Postcode Country

\* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address.

☐

Address ††

(You may photocopy this page if required)

## Directors

(See note 10)

### Name

\* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address

☐

Address ††

### SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

(You may photocopy this page as required)

\* Style / Title MR

Forenames CHAIM

Surname KLEIN

\* Honours etc. \_\_\_\_\_

Previous Forenames \_\_\_\_\_

Previous surname \_\_\_\_\_

13 THURLOW ROAD

Post town LONDON

County / Region \_\_\_\_\_

Postcode NW3 5PL Country UNITED KINGDOM

Day Month Year  
Date of Birth 

1	2	0	1	1	9	4	7
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Nationality BRITISH

Business Occupation ACCOUNTANT

Other Directorships SEE ATTACHED LIST

The extent of the authority to represent the company is :- (give details)

FULL AUTHORITY

These powers :-

# ☒ May be exercised alone

OR

# ☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

## **Other UK Directorships of Chaim Klein**

13 Thurlow Road Limited  
Abama Shipping (UK) Limited  
Abatan Shipping (UK) Limited  
Abstone Navigation (UK) Limited  
Acadia Maritime (UK) Ltd  
Admiral Line (UK) Limited  
Aldine Shipping (UK) Limited  
Anacostia Maritime (UK) Limited  
Anchor Crest (UK) Limited  
Anson Shipping (UK) Limited  
Apollo Navigation (UK) Limited  
Aquis (UK) Limited  
Associated Bulk Carriers Limited  
Associated Bulk Carriers (London) Limited  
Atlantic Blue Tide (UK) Limited  
Aura Navigation (UK) Ltd  
Avalon Shipping Company (UK) Ltd  
Beacon Quay (UK) Limited  
Beckworth Maritime (UK) Ltd  
Berryford Shipping (UK) Limited  
Bi-Level Shipping (UK) Limited  
Blue Horizon Carriers (UK) Limited  
Bolshaw Shipping (UK) Limited  
Breeza Sea Carriers Shipping (UK) Limited  
Brindle Shipping (UK) Limited  
Bude Navigation (UK) Limited  
Burnie Shipping (UK) Limited  
Burnley Shipping Enterprises (UK) Ltd  
Calmari Trading (UK) Limited  
Capeldene (UK) Limited  
Captain Tankers (UK) Limited  
Carrion Maritime (UK) Limited  
Centaur Navigation (UK) Limited  
Challinder (UK) Limited  
Channel Marine Company (UK) Limited  
Citron Shipping (UK) Limited  
Contessa Oceanways (UK) Limited  
Coral Princess (UK) Limited  
Core Navigation (UK) Ltd  
Corrine Navigation (UK) Limited  
Cortland Maritime (UK) Limited  
Crom Maritime (UK) Limited  
Crystal Carriers (UK) Limited  
Custom Maritime (UK) Ltd  
Dallon Maritime (UK) Limited  
Danestead Shipping (UK) Limited  
Dawn Shipping (UK) Limited  
Dayer Maritime (UK) Limited  
Delka Maritime Limited

Delka Maritime Shipping (UK) Limited  
Eastertech (UK) Limited  
Elblay Shipping (UK) Limited  
Elton Navigation (UK) Limited  
Emeraldian (UK) Limited  
Emporio Maritime (UK) Limited  
Endure Navigation (UK) Ltd  
Erof Maritime (UK) Limited  
Fast Shipping Company (UK) Limited  
Fenwick Navigation (UK) Limited  
Ferna (UK) Limited  
Flinderton International (UK) Ltd  
Foxton Navigation (UK) Ltd  
Gabymar Maritime (UK) Ltd  
Golden Sunsets Navigation (UK) Limited  
Goldfirth (UK) Limited  
Gregory Shipping (UK) Limited  
Gresham Navigation (UK) Ltd  
Halat Navigation (UK) Limited  
Halcot Shipping (UK) Ltd  
Heath Navigation (UK) Limited  
Heathbay (UK) Limited  
Heron Marine Company (UK) Ltd  
Hiddal Shipping (UK) Limited  
High Seas Navigation (UK) Limited  
High Seas Ventures (UK) Limited  
Hooperdale Limited  
Hooperdale Shipping (UK) Limited  
Hopewell Navigation (UK) Ltd  
Hycilla Investments (UK) Limited  
Hydale Trading (UK) Limited  
Isoac Navigation (UK) Limited  
Jiboney (UK) Limited  
Jixi Maritime (UK) Limited  
Kadel Shipping (UK) Limited  
Kets Maritime Shipping (UK) Limited  
Kets Maritime (UK) Limited  
Lakhi Maritime (UK) Limited  
Lamport Maritime (UK) Limited  
Langstone (UK) Limited  
Latina Maritime (UK) Limited  
Latoma Shipping (UK) Limited  
Lenoir Maritime (UK) Ltd  
Lockport Shipping (UK) Ltd  
Logan Sea Maritime (UK) Ltd  
Lysis Shipping (UK) Limited  
Mable Shipping (UK) Limited  
Matac Shipping (UK) Limited  
Mattrim Marine (UK) Limited  
Merman Shipping (UK) Limited  
Metvale (UK) Limited

Monrarge Shipping (UK) Limited  
Narin Maritime (UK) Limited  
Neos (UK) Limited  
Newton Marine (UK) Limited  
Nordama Navigation (UK) Ltd  
Nort Maritime (UK) Limited  
Nort Shipping (UK) Limited  
Nylo Maritime (UK) Limited  
Oakwood Navigation (UK) Ltd  
Ocean Blue Tide (UK) Limited  
Ocean Pride Maritime (UK) Ltd  
Peggy Dow Reefer (UK) Ltd  
Pentland Marine Company (UK) Limited  
Philbox (UK) Limited  
Platinum Quay (UK) Limited  
Premier Navigation (UK) Limited  
Pride Shipping (UK) Limited  
Prime Seacarriers (UK) Limited  
Questorian (UK) Limited  
Rangewood Maritime (UK) Limited  
Rapid Bay Shipping (UK) Limited  
Rathbone Shipping (UK) Limited  
Rawlins Navigation (UK) Limited  
Razzle Shipping (UK) Limited  
Regent Seaways (UK) Limited  
Ritton Maritime (UK) Limited  
Rivage Navigation (UK) Limited  
Robbo Marine (UK) Limited  
Rokeby Marine (UK) Limited  
Rothley Navigation (UK) Limited  
Ruby Quay (UK) Limited  
Samara Maritime (UK) Ltd  
Satin Shipping (UK) Ltd  
Seahero Shipping (UK) Limited  
Seaspirit Navigation (UK) Ltd  
Selt Maritime (UK) Limited  
Silver Navigation Company (UK) Limited  
Sivta Maritime (UK) Limited  
Sky Shipping (UK) Limited  
South Shore Maritime (UK) Ltd  
Stonevale Limited  
Stonevale Shipping (UK) Limited  
Tair Marine (UK) Limited  
Tama Shipping (UK) Limited  
Tempo Navigation (UK) Ltd  
Thorn (UK) Limited  
Tineke Reefer (UK) Ltd  
Tolsage Shipping (UK) Limited  
Tomal Navigation (UK) Ltd  
Topeka Navigation (UK) Limited  
Transquay (UK) Limited

Treasure Carriers (UK) Ltd  
Tura Marine (UK) Limited  
Uttbow Shipping (UK) Limited  
Vast Oceans Carriers (UK) Limited  
Vectis Navigation (UK) Limited  
Whit Marine (UK) Limited  
Zipton Shipping (UK) Limited  
Zodiac Maritime Chartering Limited

## Directors

(See note 10)

Name

\* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address

☐

Address ††

### SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

(You may photocopy this page as required)

* Style / Title	MR						
Forenames	AMNON						
Surname	LION						
* Honours etc.							
Previous Forenames							
Previous surname							
FLAT 71 WESTFIELD							
15 KIDDERPORE AVENUE							
Post town	LONDON						
County / Region							
Postcode	NW3 7SG						
Country	UNITED KINGDOM						
Date of Birth	<table border="1"><thead><tr><th>Day</th><th>Month</th><th>Year</th></tr></thead><tbody><tr><td>20</td><td>03</td><td>1941</td></tr></tbody></table>	Day	Month	Year	20	03	1941
Day	Month	Year					
20	03	1941					
Nationality	BRITISH						
Business Occupation	BUSINESSMAN						
Other Directorships	SEE ATTACHED LIST						
The extent of the authority to represent the company is :- (give details)							
FULL AUTHORITY							
These powers :-							
#	<input checked="" type="checkbox"/> May be exercised alone						
	OR						
#	<input type="checkbox"/> Must be exercised with :-						
	(Give name(s) of co-authorised person(s))						



## **Other UK Directorships of Amnon Lion**

Abama Shipping (UK) Limited  
Abatan Shipping (UK) Limited  
Abstone Navigation (UK) Limited  
Acadia Maritime (UK) Ltd  
Admiral Line (UK) Limited  
Albany Bunkers Supply Limited  
Aldine Shipping (UK) Limited  
Anacostia Maritime (UK) Limited  
Anchor Crest (UK) Limited  
Anson Shipping (UK) Limited  
Apollo Navigation (UK) Limited  
Aquis (UK) Limited  
Associated Bulk Carriers Limited  
Associated Bulk Carriers (London) Limited  
Atlantic Blue Tide (UK) Limited  
Aura Navigation (UK) Ltd  
Avalon Shipping Company (UK) Ltd  
Beacon Quay (UK) Limited  
Beckworth Maritime (UK) Ltd  
Berryford Shipping (UK) Limited  
Bi-Level Shipping (UK) Limited  
Blue Horizon Carriers (UK) Limited  
Bolshaw Shipping (UK) Limited  
Breeza Sea Carriers Shipping (UK) Limited  
Brindle Shipping (UK) Limited  
Bude Navigation (UK) Limited  
Burnie Shipping (UK) Limited  
Burnley Shipping Enterprises (UK) Ltd  
Calmari Trading (UK) Limited  
Capeldene (UK) Limited  
Captain Tankers (UK) Limited  
Carrion Maritime (UK) Limited  
Centaur Navigation (UK) Limited  
Challinder (UK) Limited  
Channel Marine Company (UK) Limited  
Citron Shipping (UK) Limited  
Contessa Oceanways (UK) Limited  
Coral Princess (UK) Limited  
Core Navigation (UK) Ltd  
Corrine Navigation (UK) Limited  
Cortland Maritime (UK) Limited  
Crom Maritime (UK) Limited  
Crystal Carriers (UK) Limited  
Custom Maritime (UK) Ltd  
Dallon Maritime (UK) Limited  
Danestead Shipping (UK) Limited  
Dawn Shipping (UK) Limited  
Dayer Maritime (UK) Limited  
Delka Maritime Limited

Delka Maritime Shipping (UK) Limited  
Eastertech (UK) Limited  
Elblay Shipping (UK) Limited  
Elton Navigation (UK) Limited  
Emeraldian (UK) Limited  
Emporio Maritime (UK) Limited  
Endure Navigation (UK) Ltd  
Erof Maritime (UK) Limited  
Fast Shipping Company (UK) Limited  
Fenwick Navigation (UK) Limited  
Ferna (UK) Limited  
Flinderton International (UK) Ltd  
Foxton Navigation (UK) Ltd  
Gabymar Maritime (UK) Ltd  
Golden Sunsets Navigation (UK) Limited  
Goldfirth (UK) Limited  
Gregory Shipping (UK) Limited  
Gresham Navigation (UK) Ltd  
Halat Navigation (UK) Limited  
Halcot Shipping (UK) Ltd  
Heath Navigation (UK) Limited  
Heathbay (UK) Limited  
Heron Marine Company (UK) Ltd  
Hiddal Shipping (UK) Limited  
High Seas Navigation (UK) Limited  
High Seas Ventures (UK) Limited  
Hooperdale Limited  
Hooperdale Shipping (UK) Limited  
Hopewell Navigation (UK) Ltd  
Hycilla Investments (UK) Limited  
Hydale Trading (UK) Limited  
Insurance Association Limited  
Isoac Navigation (UK) Limited  
Jiboney (UK) Limited  
Jixi Maritime (UK) Limited  
Kadel Shipping (UK) Limited  
Kets Maritime Shipping (UK) Limited  
Kets Maritime (UK) Limited  
Lakhi Maritime (UK) Limited  
Lamport Maritime (UK) Limited  
Langstone (UK) Limited  
Latina Maritime (UK) Limited  
Latoma Shipping (UK) Limited  
Lenoir Maritime (UK) Ltd  
Lockport Shipping (UK) Ltd  
Logan Sea Maritime (UK) Ltd  
London Steamship Owners Mutual  
Lysis Shipping (UK) Limited  
Mable Shipping (UK) Limited  
Matac Shipping (UK) Limited  
Mattrim Marine (UK) Limited

Merman Shipping (UK) Limited  
Metvale (UK) Limited  
Monrarge Shipping (UK) Limited  
Narin Maritime (UK) Limited  
Neos (UK) Limited  
Newton Marine (UK) Limited  
Nordama Navigation (UK) Ltd  
Nort Maritime (UK) Limited  
Nort Shipping (UK) Limited  
Nylo Maritime (UK) Limited  
Oakwood Navigation (UK) Ltd  
Ocean Blue Tide (UK) Limited  
Ocean Pride Maritime (UK) Ltd  
Peggy Dow Reefer (UK) Ltd  
Pentland Marine Company (UK) Limited  
Philbox (UK) Limited  
Platinum Quay (UK) Limited  
Premier Navigation (UK) Limited  
Pride Shipping (UK) Limited  
Prime Seacarriers (UK) Limited  
Questorian (UK) Limited  
Rangewood Maritime (UK) Limited  
Rapid Bay Shipping (UK) Limited  
Rathbone Shipping (UK) Limited  
Rawlins Navigation (UK) Limited  
Razzle Shipping (UK) Limited  
Regent Seaways (UK) Limited  
Ritton Maritime (UK) Limited  
Rivage Navigation (UK) Limited  
Robbo Marine (UK) Limited  
Rokeby Marine (UK) Limited  
Rothley Navigation (UK) Limited  
Ruby Quay (UK) Limited  
Samara Maritime (UK) Ltd  
Satin Shipping (UK) Ltd  
Seahero Shipping (UK) Limited  
Seaspirit Navigation (UK) Ltd  
Selt Maritime (UK) Limited  
Silver Navigation Company (UK) Limited  
Sivta Maritime (UK) Limited  
Sky Shipping (UK) Limited  
South Shore Maritime (UK) Ltd  
Stonevale Shipping Limited  
Stonevale Shipping (UK) Limited  
Tair Marine (UK) Limited  
Tama Shipping (UK) Limited  
Tempest Navigation (UK) Ltd  
Tempo Navigation (UK) Ltd  
Thorn (UK) Limited  
Tineke Reefer (UK) Ltd  
Tolsage Shipping (UK) Limited

Tomal Navigation (UK) Ltd  
Topeka Navigation (UK) Limited  
Transquay (UK) Limited  
Treasure Carriers (UK) Ltd  
Tura Marine (UK) Limited  
Uttbow Shipping (UK) Limited  
Vast Oceans Carriers (UK) Limited  
Vectis Navigation (UK) Limited  
Whit Marine (UK) Limited  
Whit Shipping (UK) Limited  
Yebisu Shipping Limited  
Zipton Shipping (UK) Limited  
Zodiac Maritime Agencies Limited  
Zodiac Maritime Chartering Limited

## Directors

(See note 10)

Name

\* Voluntary details

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Address ††

### SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

(You may photocopy this page as required)

* Style / Title	MR						
Forenames	NEIL						
Surname	WEEKS						
* Honours etc.							
Previous Forenames							
Previous surname							
4 PENZANCE PLACE							
Post town	LONDON						
County / Region							
Postcode	W11 4PA						
Country	UNITED KINGDOM						
Date of Birth	<table border="1"><thead><tr><th>Day</th><th>Month</th><th>Year</th></tr></thead><tbody><tr><td>01</td><td>03</td><td>1962</td></tr></tbody></table>	Day	Month	Year	01	03	1962
Day	Month	Year					
01	03	1962					
Nationality	BRITISH						
Business Occupation	LAWYER						
Other Directorships	SEE ATTACHED LIST						
The extent of the authority to represent the company is :- (give details)							
FULL AUTHORITY							
These powers :-							
#	<input checked="" type="checkbox"/> May be exercised alone						
OR							
#	<input type="checkbox"/> Must be exercised with :-						
(Give name(s) of co-authorised person(s))							

## **Other UK Directorships of Neil Weeks**

13 Thurlow Road Limited  
Abama Shipping (UK) Limited  
Abatan Shipping (UK) Limited  
Abstone Navigation (UK) Limited  
Acadia Maritime (UK) Ltd  
Admiral Line (UK) Limited  
Aldine Shipping (UK) Limited  
Anacostia Maritime (UK) Limited  
Anchor Crest (UK) Limited  
Anson Shipping (UK) Limited  
Apollo Navigation (UK) Limited  
Aquis (UK) Limited  
Associated Bulk Carriers Limited  
Associated Bulk Carriers (London) Limited  
Atlantic Blue Tide (UK) Limited  
Aura Navigation (UK) Ltd  
Avalon Shipping Company (UK) Ltd  
Beacon Quay (UK) Limited  
Beckworth Maritime (UK) Ltd  
Berryford Shipping (UK) Limited  
Bi-Level Shipping (UK) Limited  
Blue Horizon Carriers (UK) Limited  
Bolshaw Shipping (UK) Limited  
Breeza Sea Carriers Shipping (UK) Limited  
Brindle Shipping (UK) Limited  
Bude Navigation (UK) Limited  
Burnie Shipping (UK) Limited  
Burnley Shipping Enterprises (UK) Ltd  
Calmari Trading (UK) Limited  
Capeldene (UK) Limited  
Captain Tankers (UK) Limited  
Carrion Maritime (UK) Limited  
Centaur Navigation (UK) Limited  
Challinder (UK) Limited  
Channel Marine Company (UK) Limited  
Citron Shipping (UK) Limited  
Contessa Oceanways (UK) Limited  
Coral Princess (UK) Limited  
Core Navigation (UK) Ltd  
Corrine Navigation (UK) Limited  
Cortland Maritime (UK) Limited  
Crom Maritime (UK) Limited  
Crystal Carriers (UK) Limited  
Custom Maritime (UK) Ltd  
Dallon Maritime (UK) Limited  
Danestead Shipping (UK) Limited  
Dawn Shipping (UK) Limited  
Dayer Maritime (UK) Limited  
Delka Maritime Limited

Delka Maritime Shipping (UK) Limited  
Eastertech (UK) Limited  
Elblay Shipping (UK) Limited  
Elton Navigation (UK) Limited  
Emeraldian (UK) Limited  
Emporio Maritime (UK) Limited  
Endure Navigation (UK) Ltd  
Erof Maritime (UK) Limited  
Fast Shipping Company (UK) Limited  
Fenwick Navigation (UK) Limited  
Ferna (UK) Limited  
Flinderton International (UK) Ltd  
Foxton Navigation (UK) Ltd  
Gabymar Maritime (UK) Ltd  
Golden Sunsets Navigation (UK) Limited  
Goldfirth (UK) Limited  
Gregory Shipping (UK) Limited  
Gresham Navigation (UK) Ltd  
Halat Navigation (UK) Limited  
Halcot Shipping (UK) Ltd  
Heath Navigation (UK) Limited  
Heathbay (UK) Limited  
Heron Marine Company (UK) Ltd  
Hiddal Shipping (UK) Limited  
High Seas Navigation (UK) Limited  
High Seas Ventures (UK) Limited  
Hooperdale Limited  
Hooperdale Shipping (UK) Limited  
Hopewell Navigation (UK) Ltd  
Hycilla Investments (UK) Limited  
Hydale Trading (UK) Limited  
Isoac Navigation (UK) Limited  
Jiboney (UK) Limited  
Jixi Maritime (UK) Limited  
Kadel Shipping (UK) Limited  
Kets Maritime Shipping (UK) Limited  
Kets Maritime (UK) Limited  
Lakhi Maritime (UK) Limited  
Lamport Maritime (UK) Limited  
Langstone (UK) Limited  
Latina Maritime (UK) Limited  
Latoma Shipping (UK) Limited  
Lenoir Maritime (UK) Ltd  
Lockport Shipping (UK) Ltd  
Logan Sea Maritime (UK) Ltd  
Lysis Shipping (UK) Limited  
Mable Shipping (UK) Limited  
Matac Shipping (UK) Limited  
Mattrim Marine (UK) Limited  
Merman Shipping (UK) Limited  
Metvale (UK) Limited

Monrarge Shipping (UK) Limited  
Narin Maritime (UK) Limited  
Neos (UK) Limited  
Newton Marine (UK) Limited  
Nordama Navigation (UK) Ltd  
Nort Maritime (UK) Limited  
Nort Shipping (UK) Limited  
Nylo Maritime (UK) Limited  
Oakwood Navigation (UK) Ltd  
Ocean Blue Tide (UK) Limited  
Ocean Pride Maritime (UK) Ltd  
Peggy Dow Reefer (UK) Ltd  
Pentland Marine Company (UK) Limited  
Philbox (UK) Limited  
Platinum Quay (UK) Limited  
Premier Navigation (UK) Limited  
Pride Shipping (UK) Limited  
Prime Seacarriers (UK) Limited  
Questorian (UK) Limited  
Rangewood Maritime (UK) Limited  
Rapid Bay Shipping (UK) Limited  
Rathbone Shipping (UK) Limited  
Rawlins Navigation (UK) Limited  
Razzle Shipping (UK) Limited  
Regent Seaways (UK) Limited  
Ritton Maritime (UK) Limited  
Rivage Navigation (UK) Limited  
Robbo Marine (UK) Limited  
Rokeby Marine (UK) Limited  
Rothley Navigation (UK) Limited  
Ruby Quay (UK) Limited  
Samara Maritime (UK) Ltd  
Satin Shipping (UK) Ltd  
Seahero Shipping (UK) Limited  
Seaspirit Navigation (UK) Ltd  
Selt Maritime (UK) Limited  
Silver Navigation Company (UK) Limited  
Sivta Maritime (UK) Limited  
Sky Shipping (UK) Limited  
South Shore Maritime (UK) Ltd  
Stonevale Limited  
Stonevale Shipping (UK) Limited  
Tair Marine (UK) Limited  
Tama Shipping (UK) Limited  
Tempo Navigation (UK) Ltd  
Thorn (UK) Limited  
Tineke Reefer (UK) Ltd  
Tolsage Shipping (UK) Limited  
Tomal Navigation (UK) Ltd  
Topeka Navigation (UK) Limited  
Transquay (UK) Limited



Treasure Carriers (UK) Ltd  
Tura Marine (UK) Limited  
Uttbow Shipping (UK) Limited  
Vast Oceans Carriers (UK) Limited  
Vectis Navigation (UK) Limited  
Whit Marine (UK) Limited  
Zipton Shipping (UK) Limited  
Zodiac Maritime Chartering Limited

## Directors

(See note 10)

Name

\* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address

☐

Address ††

### SCOPE OF AUTHORITY

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

(You may photocopy this page as required)

\* Style / Title CAPTAIN

Forenames RAMI

Surname ZINGHER

\* Honours etc. \_\_\_\_\_

Previous Forenames \_\_\_\_\_

Previous surname \_\_\_\_\_

6 ROWAN WALK

Post town LONDON

County / Region \_\_\_\_\_

Postcode N2 0QG Country UNITED KINGDOM

Date of Birth 

Day	Month	Year
17	10	1948

Nationality BRITISH

Business Occupation BUSINESSMAN

Other Directorships SEE ATTACHED LIST

The extent of the authority to represent the company is :- (give details)

FULL AUTHORITY

These powers :-

# ☒ May be exercised alone

OR

# ☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))

## **Other UK Directorships of Rami Zingher**

Abama Shipping (UK) Limited  
Abatan Shipping (UK) Limited  
Abstone Navigation (UK) Limited  
Acadia Maritime (UK) Ltd  
Admiral Line (UK) Limited  
Albany Bunkers Supply Limited  
Aldine Shipping (UK) Limited  
Anacostia Maritime (UK) Limited  
Anchor Crest (UK) Limited  
Anson Shipping (UK) Limited  
Apollo Navigation (UK) Limited  
Aquis (UK) Limited  
Associated Bulk Carriers Limited  
Associated Bulk Carriers (London) Limited  
Atlantic Blue Tide (UK) Limited  
Aura Navigation (UK) Ltd  
Avalon Shipping Company (UK) Ltd  
Beacon Quay (UK) Limited  
Beckworth Maritime (UK) Ltd  
Berryford Shipping (UK) Limited  
Bi-Level Shipping (UK) Limited  
Blue Horizon Carriers (UK) Limited  
Bolshaw Shipping (UK) Limited  
Breeza Sea Carriers Shipping (UK) Limited  
Brindle Shipping (UK) Limited  
Bude Navigation (UK) Limited  
Burnie Shipping (UK) Limited  
Burnley Shipping Enterprises (UK) Ltd  
Calmari Trading (UK) Limited  
Capeldene (UK) Limited  
Captain Tankers (UK) Limited  
Carrion Maritime (UK) Limited  
Centaur Navigation (UK) Limited  
Challinder (UK) Limited  
Channel Marine Company (UK) Limited  
Citron Shipping (UK) Limited  
Contessa Oceanways (UK) Limited  
Coral Princess (UK) Limited  
Core Navigation (UK) Ltd  
Corrine Navigation (UK) Limited  
Cortland Maritime (UK) Limited  
Crom Maritime (UK) Limited  
Crystal Carriers (UK) Limited  
Custom Maritime (UK) Ltd  
Dallon Maritime (UK) Limited  
Danestead Shipping (UK) Limited  
Dawn Shipping (UK) Limited  
Dayer Maritime (UK) Limited  
Delka Maritime Limited

Delka Maritime Shipping (UK) Limited  
Eastertech (UK) Limited  
Elblay Shipping (UK) Limited  
Elton Navigation (UK) Limited  
Emeraldian (UK) Limited  
Emporio Maritime (UK) Limited  
Endure Navigation (UK) Ltd  
Erof Maritime (UK) Limited  
Fast Shipping Company (UK) Limited  
Fenwick Navigation (UK) Limited  
Fernia (UK) Limited  
Flinderton International (UK) Ltd  
Foxton Navigation (UK) Ltd  
Gabymar Maritime (UK) Ltd  
Golden Sunsets Navigation (UK) Limited  
Goldfirth (UK) Limited  
Gregory Shipping (UK) Limited  
Gresham Navigation (UK) Ltd  
Halat Navigation (UK) Limited  
Halcot Shipping (UK) Ltd  
Heath Navigation (UK) Limited  
Heathbay (UK) Limited  
Heron Marine Company (UK) Ltd  
Hiddal Shipping (UK) Limited  
High Seas Navigation (UK) Limited  
High Seas Ventures (UK) Limited  
Hooperdale Limited  
Hooperdale Shipping (UK) Limited  
Hopewell Navigation (UK) Ltd  
Hycilla Investments (UK) Limited  
Hydale Trading (UK) Limited  
Insurance Association Limited  
Isoac Navigation (UK) Limited  
Jiboney (UK) Limited  
Jixi Maritime (UK) Limited  
Kadel Shipping (UK) Limited  
Kets Maritime Shipping (UK) Limited  
Kets Maritime (UK) Limited  
Lakhi Maritime (UK) Limited  
Lamport Maritime (UK) Limited  
Langstone (UK) Limited  
Latina Maritime (UK) Limited  
Latoma Shipping (UK) Limited  
Lenoir Maritime (UK) Ltd  
Lockport Shipping (UK) Ltd  
Logan Sea Maritime (UK) Ltd  
London Steamship Owners Mutual  
Lysis Shipping (UK) Limited  
Mable Shipping (UK) Limited  
Matac Shipping (UK) Limited  
Mattrim Marine (UK) Limited

Merman Shipping (UK) Limited  
Metvale (UK) Limited  
Monrarge Shipping (UK) Limited  
Narin Maritime (UK) Limited  
Neos (UK) Limited  
Newton Marine (UK) Limited  
Nordama Navigation (UK) Ltd  
Nort Maritime (UK) Limited  
Nort Shipping (UK) Limited  
Nylo Maritime (UK) Limited  
Oakwood Navigation (UK) Ltd  
Ocean Blue Tide (UK) Limited  
Ocean Pride Maritime (UK) Ltd  
Peggy Dow Reefer (UK) Ltd  
Pentland Marine Company (UK) Limited  
Philbox (UK) Limited  
Platinum Quay (UK) Limited  
Premier Navigation (UK) Limited  
Pride Shipping (UK) Limited  
Prime Seacarriers (UK) Limited  
Questorian (UK) Limited  
Rangewood Maritime (UK) Limited  
Rapid Bay Shipping (UK) Limited  
Rathbone Shipping (UK) Limited  
Rawlins Navigation (UK) Limited  
Razzle Shipping (UK) Limited  
Regent Seaways (UK) Limited  
Ritton Maritime (UK) Limited  
Rivage Navigation (UK) Limited  
Robbo Marine (UK) Limited  
Rokeby Marine (UK) Limited  
Rothley Navigation (UK) Limited  
Ruby Quay (UK) Limited  
Samara Maritime (UK) Ltd  
Satin Shipping (UK) Ltd  
Seahero Shipping (UK) Limited  
Seaspirit Navigation (UK) Ltd  
Selt Maritime (UK) Limited  
Silver Navigation Company (UK) Limited  
Sivta Maritime (UK) Limited  
Sky Shipping (UK) Limited  
South Shore Maritime (UK) Ltd  
Stonevale Shipping Limited  
Stonevale Shipping (UK) Limited  
Tair Marine (UK) Limited  
Tama Shipping (UK) Limited  
Tempest Navigation (UK) Ltd  
Tempo Navigation (UK) Ltd  
Thorn (UK) Limited  
Tineke Reefer (UK) Ltd  
Tolsage Shipping (UK) Limited

Tomal Navigation (UK) Ltd  
Topeka Navigation (UK) Limited  
Transquay (UK) Limited  
Treasure Carriers (UK) Ltd  
Tura Marine (UK) Limited  
Uttbow Shipping (UK) Limited  
Vast Oceans Carriers (UK) Limited  
Vectis Navigation (UK) Limited  
Whit Marine (UK) Limited  
Whit Shipping (UK) Limited  
Yebisu Shipping Limited  
Zipton Shipping (UK) Limited  
Zodiac Maritime Agencies Limited  
Zodiac Maritime Chartering Limited

## Constitution of company

to 9)

(See notes 6

# Mark box(es)  
as applicable

\* Delete as applicable

AND/OR

A certified copy of the constitutional documents and latest accounts of the company, together with a certified translation of them if they are not in the English language, must accompany

- # ☒ A certified copy of the instrument constituting or defining the constitution of the company  
AND  
☐ \* A certified translation  
\* is / are delivered for registration

- # ☐ A copy of the latest accounts of the company N/A  
AND  
☐ \* A certified translation  
\* is / are delivered for registration

AND/OR

The company may rely on constitutional and accounting documents previously filed in respect of another branch registered in the United Kingdom.

- # ☐ The Constitutional documents (\* and certified translations) N/A  
AND / OR  
☐ The latest accounts (\* and certified translations)  
of the company were previously delivered on the registration of the branch of the company at :-  
Cardiff ☐ Edinburgh ☐ Belfast ☐  
Registration no.

AND/OR

The company may rely on particulars about the company previously filed in respect of another branch in that part of Great Britain, provided that any alterations have been notified to the Registrar.

- ☐ the particulars about the company were previously delivered in respect of a branch of the company registered at THIS registry. N/A  
Registration no.

AND/OR

The company may also rely on constitutional documents and particulars about the company officers previously filed in respect of a former Place of Business of that company, provided that any alterations have been notified to the Registrar.

NOTE :- In all cases, the registration number of the branch or place of

- ☐ The Constitutional documents (\* and certified translation) N/A  
AND / OR  
☐ Particulars of the current directors and secretary(ies)  
were previously delivered in respect of a place of business of the company registered at THIS registry.  
Registration no.

## PART B - BRANCH DETAILS

### Persons authorised to represent the company or accept service of process

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch.

Give details also of all persons resident in Great Britain, who are authorised to accept service of process on the company's behalf.

\* Delete as appropriate

#### SCOPE OF AUTHORITY

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.)

Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address.

☐

\* Style / Title MR

Forenames CHAIM

Surname KLEIN

Address †† 13 THURLOW ROAD

Post town LONDON

County / Region \_\_\_\_\_ Postcode NW3 5PL

Is # ☒ Authorised to accept service of process on the company's behalf

\* AND/OR

Is # ☒ Authorised to represent the company in relation to that business

The extent of the authority to represent the company is :- (give details)

FULL AUTHORITY

These powers :-

# ☒ May be exercised alone

OR

# ☐ Must be exercised with :-

(Give name(s) of co-authorised person(s))



**Persons authorised to represent the company or accept service of process**

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch.

Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf.

\* Delete as appropriate

**SCOPE OF AUTHORITY**

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.)

Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address.

☐

(You may photocopy this page as required)

* Style / Title <u>MR</u>	
Forenames <u>AMNON</u>	
Surname <u>LION</u>	
Address †† <u>FLAT 71 WESTFIELD</u> <u>15 KIDDERPORE AVENUE</u>	
Post town <u>LONDON</u>	
County / Region _____	Postcode <u>NW3 7SG</u>
Is # <input type="checkbox"/> Authorised to accept service of process on the company's behalf	
* AND/OR	
Is # <input checked="" type="checkbox"/> Authorised to represent the company in relation to that business	
The extent of the authority to represent the company is :- (give details)	
<u>FULL AUTHORITY</u>	
_____	
_____	
_____	
_____	
These powers :-	
# <input checked="" type="checkbox"/>	May be exercised alone
OR	
# <input type="checkbox"/>	Must be exercised with :-
(Give name(s) of co-authorised person(s))	
_____	
_____	
_____	
_____	

**Persons authorised to represent the company or accept service of process**

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch.

Give details also of all persons resident in Great Britain, who are authorised to accept service or process on the company's behalf.

\* Delete as appropriate

**SCOPE OF AUTHORITY**

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.)

Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address.

☐

(You may photocopy this page as required)

* Style / Title	<u>MR</u>
Forenames	<u>NEIL</u>
Surname	<u>WEEKS</u>
Address ††	<u>4 PENZANCE PLACE</u>
Post town	<u>LONDON</u>
County / Region	<u>W11 4PA</u>
Is # <input type="checkbox"/>	Authorised to accept service of process on the company's behalf
* AND/OR	
Is # <input checked="" type="checkbox"/>	Authorised to represent the company in relation to that business
The extent of the authority to represent the company is :- (give details)	
<u>FULL AUTHORITY</u>	
These powers :-	
# <input checked="" type="checkbox"/>	May be exercised alone
OR	
# <input type="checkbox"/>	Must be exercised with :-
(Give name(s) of co-authorised person(s))	

**Persons authorised to represent the company or accept service of process**

Give details of all persons who are authorised to represent the company as permanent representatives of the company in respect of the business of the branch.

Give details also of all persons resident in Great Britain, who are authorised to accept service of process on the company's behalf.

\* Delete as appropriate

**SCOPE OF AUTHORITY**

(This part does not apply to a person only authorised to accept service on behalf of the company)

Give brief particulars of the extent of the powers exercised. (e.g. whether they are limited to powers expressly conferred by the instrument of appointment; or whether they are subject to express limitations.) Where the powers are exercised jointly give the name(s) of the person(s) concerned. You may cross refer to the details of person(s) disclosed elsewhere on the form.

# Mark box(es) as appropriate

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address.

☐

(You may photocopy this page as required)

* Style / Title <u>CAPTAIN</u>	
Forenames <u>RAMI</u>	
Surname <u>ZINGER</u>	
Address †† <u>6 ROWAN WALK</u>	
Post town <u>LONDON</u>	
County / Region _____	Postcode <u>N2 0QG</u>
Is # <input type="checkbox"/> Authorised to accept service of process on the company's behalf	
* AND/OR	
Is # <input checked="" type="checkbox"/> Authorised to represent the company in relation to that business	
The extent of the authority to represent the company is :- (give details)	
<u>FULL AUTHORITY</u>	
These powers :-	
# <input checked="" type="checkbox"/>	May be exercised alone
OR	
# <input type="checkbox"/>	Must be exercised with :-
(Give name(s) of co-authorised person(s))	

**Address of branch**

(See note 11)

Address 8<sup>TH</sup> FLOOR, LYNTON HOUSE7-12 TAVISTOCK SQUAREPost town LONDONCounty / Region UKPostcode WC1H 9TP**Branch Details**

(See note 12)

Date branch opened

Day Month Year

1	3	0	6	2	0	0	6
---	---	---	---	---	---	---	---

Business carried on at branch

STRATEGIC AND COMMERCIAL MANAGEMENT  
OF SHIPPING OPERATIONS**SIGNATURE**

Signed

(\* Director / Secretary / ~~Permanent representative~~)Date 13 JUNE 2006

This form contains ..... continuation sheets.

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Name JOHN SCOTTAddress 8<sup>TH</sup> FLOOR LYNTON HOUSE7-12 TAVISTOCK SQUARELONDONPostcode WC1H 9TPTelephone 020 7333 2371Extension -

When completed, this form together with any enclosures should be delivered to the Registrar of Companies at

For branches established in England and Wales

For branches established in Scotland

Companies House  
Crown Way  
Cardiff  
CF14 3UZ

DX 33050 Cardiff

Companies House  
37 Castle Terrace  
Edinburgh  
EH1 2EB

DX 235 Edinburgh  
or LP - 4 Edinburgh 2

No. 5591386

British Virgin Islands  
The International Business Companies Act  
(Cap. 291)

**CERTIFIED A TRUE COPY**

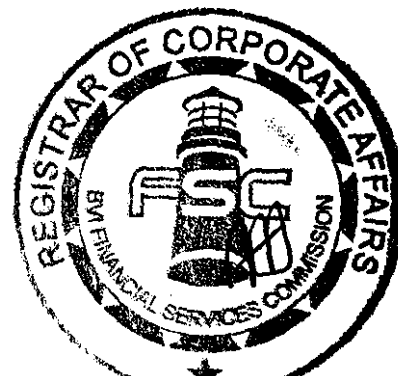
*Ans* *Al Bahri*  
REGISTRAR OF CORPORATE AFFAIRS  
BRITISH VIRGIN ISLANDS  
Date: 22<sup>nd</sup> May, 2006

MEMORANDUM OF ASSOCIATION  
AND  
ARTICLES OF ASSOCIATION  
OF  
AURORA SHIPPING LIMITED

Incorporated the 9th day of September, 2003



B.V.I. COMPANY FORMATIONS LTD.  
P.O. Box 146  
Road Town  
Tortola  
British Virgin Islands

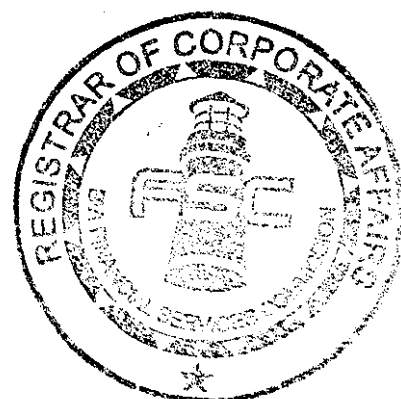




**MEMORANDUM OF ASSOCIATION  
OF  
AURORA SHIPPING LIMITED**

**INDEX**

<b>CLAUSE</b>		<b>PAGES</b>
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2	Registered Office	1
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**TERRITORY OF THE BRITISH VIRGIN ISLANDS**  
**THE INTERNATIONAL BUSINESS COMPANIES ACT**  
**(CAP. 291)**

**MEMORANDUM OF ASSOCIATION**  
**OF**  
**AURORA SHIPPING LIMITED**

**1. NAME**

The name of the company is Aurora Shipping Limited.

**2. REGISTERED OFFICE**

The Registered Office of the Company will be the offices of Trident Trust Company (B.V.I.) Limited, Trident Chambers, P.O. Box 146, Road Town, Tortola, British Virgin Islands or such other place within the British Virgin Islands as the Company from time to time may determine by a resolution of directors.

**3. REGISTERED AGENT**

The Registered Agent of the Company will be Trident Trust Company (B.V.I.) Limited or such other qualified person in the British Virgin Islands as the Company from time to time may determine by a resolution of directors.

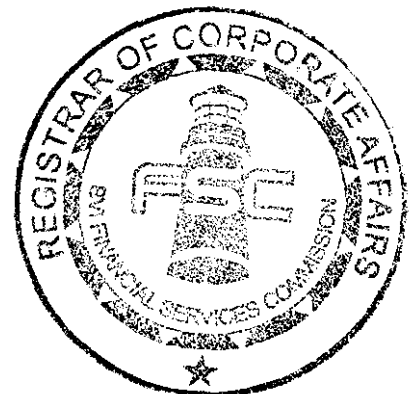
**4. GENERAL OBJECTS AND POWERS**

The object of the Company is to engage in any act or activity that is not prohibited under any law for the time being in force in the British Virgin Islands.

The Company shall have all such powers as are permitted by law for the time being in force in the British Virgin Islands which are necessary or conducive to the conduct, promotion or attainment of the object of the Company.

**5. EXCLUSIONS**

5.1 The Company has no power to:





- 5.1.1 carry on business with persons resident in the British Virgin Islands,
  - 5.1.2 own an interest in real property situate in the British Virgin Islands, other than a lease referred to in paragraph 5.2.5 of sub clause 5.2,
  - 5.1.3 carry on banking or trust business unless it is licensed under the Banks and Trust Companies Act, 1990;
  - 5.1.4 carry on business as an insurance or reinsurance company, insurance agent or insurance broker unless it is licensed under an enactment authorising it to carry on that business;
  - 5.1.5 carry on business of company management, unless it is licensed under the Company Management Act, 1990; or
  - 5.1.6 carry on the business of providing the registered office or the registered agent for companies incorporated in the British Virgin Islands.
- 5.2 For the purposes of paragraph 5.1.1 of sub clause 5.1, the Company shall not be treated as carrying on business with persons resident in the British Virgin Islands if,
- 5.2.1 it makes or maintains deposits with a person carrying on banking business within the British Virgin Islands,
  - 5.2.2 it makes or maintains professional contact with solicitors, barristers, accountants, bookkeepers, trust companies, administration companies, investment advisers or other similar persons carrying on business within the British Virgin Islands,
  - 5.2.3 it prepares or maintains books and records within the British Virgin Islands,
  - 5.2.4 it holds within the British Virgin Islands meetings of its directors or members,
  - 5.2.5 it holds a lease of property for use as an office from which to communicate with members or where books and records of the Company are prepared or maintained,
  - 5.2.6 it holds shares, debt obligations or other securities in a company

incorporated under the International Business Companies Act, or

5.2.7 shares, debt obligations or other securities in the Company are owned by any person resident in the British Virgin Islands or by any company incorporated under the International Business Companies Act.

## **6. SHARE CAPITAL**

### **6.1 CURRENCY**

Shares in the Company shall be issued in the currency of The United States of America.

### **6.2 AUTHORISED CAPITAL**

The Authorised Share Capital of the Company is US\$50,000.00 divided into 50,000 shares of US\$1.00 each, with one vote per share.

### **6.3 CLASSES OF SHARES**

The shares shall be divided into such number of classes and series as the directors shall by resolution from time to time determine and until so divided shall comprise one class and series.

### **6.4 RIGHTS, QUALIFICATIONS OF SHARES**

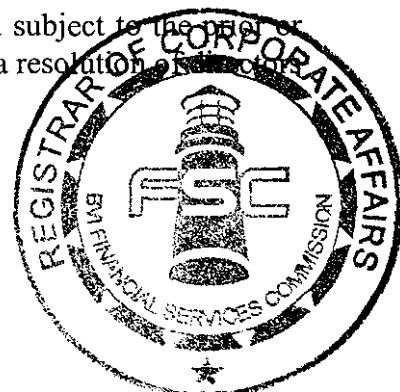
The directors shall by resolution have the power to issue any class or series of shares that the company is authorised to issue in its capital, original or increased, with or subject to any designations, powers, preferences, rights, qualifications, limitations and restrictions.

### **6.5 REGISTERED SHARES**

The Company may only issue shares in registered form. The issuance of bearer shares by the Company is not permitted.

### **6.6 TRANSFER OF SHARES**

Registered shares in the Company may be transferred subject to the prior or subsequent approval of the Company as evidenced by a resolution of directors or by a resolution of members.



**7. AMENDMENTS**

The Company may amend its Memorandum of Association and Articles of Association in any way permitted by the International Business Companies Act by a resolution of members or a resolution of directors.

**8. DEFINITIONS**

The meanings of words in this Memorandum of Association are as defined in the Articles of Association annexed hereto.

We, the undersigned of the address stated below for the purpose of incorporating an International Business Company under the laws of the British Virgin Islands hereby subscribe our name to this Memorandum of Association the 9th day of September, 2003 in the presence of the undersigned witness:

**NAME AND ADDRESS  
OF WITNESS**

**SGD: LONNIE ROGERS**

Lonnie Rogers  
c/o P. O. Box 146  
Road Town, Tortola  
British Virgin Islands

**SUBSCRIBER**

**SGD: LINDA ANDREWS**

Linda Andrews  
For and on behalf of  
Trident Trust Company (B.V.I.) Limited  
Trident Chambers  
P. O. Box 146  
Road Town, Tortola  
British Virgin Islands

**ARTICLES OF ASSOCIATION  
OF  
AURORA SHIPPING LIMITED**

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**TERRITORY OF THE BRITISH VIRGIN ISLANDS**  
**THE INTERNATIONAL BUSINESS COMPANIES ACT**  
**(CAP. 291)**

**ARTICLES OF ASSOCIATION OF**  
**AURORA SHIPPING LIMITED**

**1. INTERPRETATION**

In these Articles, if not inconsistent with the context, the words and expressions standing in the first column of the following table shall bear the meanings set opposite them respectively in the second column thereof.

<b><u>Expression:</u></b>	<b><u>Meaning:</u></b>
1.1 <b>capital</b>	The sum of the aggregate par value of all outstanding shares with par value of the Company and shares with par value held by the Company as treasury shares plus  1.1.1 the aggregate of the amounts designated as capital of all outstanding shares without par value of the Company and shares without par value held by the Company as treasury shares, and  1.1.2 the amounts as are from time to time transferred from surplus to capital by a resolution of directors.
1.2 <b>member</b>	A person who holds shares in the Company.
1.3 <b>person</b>	An individual, a corporation, a trust, the estate of a deceased individual, a partnership or an unincorporated association of persons.
1.4 <b>resolution of directors</b>	1.4.1 A resolution approved at a duly constituted meeting of directors or of a committee of directors of the Company, by affirmative vote of a simple majority of the directors present at the meeting who voted and did not abstain; or  1.4.2 A resolution consented to in writing by all the directors or all the members of the committee, as the case may be;

- 1.4.3 where a director is given more than one vote in any circumstances, he shall in the circumstances be counted for the purposes of establishing a majority by the number of votes he casts.
- 1.5 **resolution of members**
- 1.5.1 A resolution approved at a duly constituted meeting of the members of the company by the affirmative vote of
- 1.5.1.1 a simple majority, or such larger majority as may be specified in the Articles, of the votes of the shares that were present at the meeting and entitled to vote thereon and were voted and did not abstain, or
- 1.5.1.2 a simple majority, or such larger majority as may be specified in the Articles, of the votes of each class or series of shares which were present at the meeting and entitled to vote thereon as a class or series and were voted and not abstained and of a simple majority, or such larger majority as may be specified in the Articles, of the votes of the remaining shares entitled to vote thereon that were present at the meeting and were voted and not abstained; or
- 1.5.2 a resolution consented to in writing by
- 1.5.2.1 a majority, or such larger majority as may be specified in the Articles, of the votes of shares entitled to vote thereon, or
- 1.5.2.2 a majority, or such larger majority as may be specified in the Articles, of the votes of each class or series of shares entitled to vote thereon and of a majority, or such larger majority as may be specified in the Articles, of the votes of the remaining shares entitled to vote thereon.
- 1.6 **securities** Shares and debt obligations of every kind, and options, warrants and rights to acquire shares, or debt obligations.
- 1.7 **surplus** The excess, if any, at the time of the determination of the total assets of the Company over the aggregate of its total liabilities, as shown in its books of accounts, plus the Company's capital.
- 1.8 **the Act** The International Business Companies Act (Cap. 291), including any modification, extension, re-enactment or renewal thereof and any regulations made thereunder.



- 2.3 If several persons are registered as joint holders of any shares, any one of such persons may be given receipt for any dividend payable in respect of such shares.

3. **SHARES, AUTHORISED CAPITAL AND CAPITAL**

- 3.1 Subject to the provisions of these Articles and any resolution of members the unissued shares of the Company shall be at the disposal of the directors who may, without limiting or affecting any rights previously conferred on the holders of any existing shares or class or series of shares, offer, allot, grant options over or otherwise dispose of the shares to such persons, at such times and upon such terms and conditions as the Company may by resolution of directors determine.
- 3.2 No share in the Company may be issued until the consideration in respect thereof is fully paid, and when issued the share is for all purposes fully paid and non-assessable save that a share issued for a promissory note or other written obligation for payment of a debt may be issued subject to forfeiture in the manner prescribed in these Articles.
- 3.3 Shares in the Company shall be issued for money, services rendered, personal property, an estate in real property, a promissory note or other binding obligation to contribute money or property or any combination of the foregoing as shall be determined by a resolution of directors.
- 3.4 Shares in the Company may be issued for such amount of consideration as the directors may from time to time by resolution of directors determine, except that in the case of shares with par value, the amount shall not be less than the par value, and in the absence of fraud the decision of the directors as to the value of the consideration received by the Company in respect of the issue is conclusive unless a question of law is involved. The consideration in respect of the shares constitutes capital to the extent of the par value and the excess constitutes surplus.
- 3.5 A share issued by the Company upon conversion of, or in exchange for, another share or a debt obligation or other security in the Company, shall be treated for all purposes as having been issued for money equal to the consideration received or deemed to have been received by the Company in respect of the other share, debt obligation or security.
- 3.6 Treasury shares may be disposed of by the Company on such terms and conditions (not otherwise inconsistent with these Articles) as the Company may by resolution of directors determine.
- 3.7 The Company may issue fractions of a share and a fractional share shall have the same corresponding fractional liabilities, limitations, preferences, privileges, qualifications, restrictions, rights and other attributes of a whole share of the same class or series of shares.
- 3.8 Upon the issue by the Company of a share without par value, if an amount is stated in the Memorandum to be authorized capital represented by such shares then each share shall be issued for no less than the appropriate proportion of such amount which shall constitute capital, otherwise the consideration in respect of the share constitutes



capital to the extent designated by the directors and the excess constitutes surplus, except that the directors must designate as capital an amount of the consideration that is at least equal to the amount that the share is entitled to as a preference, if any, in the assets of the Company upon liquidation of the Company.

- 3.9 The Company may, subject to any limitations imposed by the Act, purchase, redeem or otherwise acquire and hold its own shares but only out of surplus or in exchange for newly issued shares of equal value.
- 3.10 Subject to provisions to the contrary in
- 3.10.1 the Memorandum or these Articles;
- 3.10.2 the designations, powers, preferences, rights, qualifications, limitations and restrictions with which the shares were issued; or
- 3.10.3 the subscription agreement for the issue of the shares,
- the Company may not purchase, redeem or otherwise acquire its own shares without the consent of members whose shares are to be purchased, redeemed or otherwise acquired.
- 3.11 No purchase, redemption or other acquisition of shares shall be made unless the directors determine that immediately after the purchase, redemption or other acquisition the Company will be able to satisfy its liabilities as they become due in the ordinary course of its business and the realizable value of the assets of the Company will not be less than the sum of its total liabilities, other than deferred taxes, as shown in the books of account, and its capital and, in the absence of fraud, the decision of the directors as to the realizable value of the assets of the Company is conclusive, unless a question of law is involved.
- 3.12 A determination by the directors under the preceding Regulation is not required where shares are purchased, redeemed or otherwise acquired
- 3.12.1 pursuant to a right of a member to have his shares redeemed or to have his shares exchanged for money or other property of the Company;
- 3.12.2 by virtue of a transfer of capital pursuant to Regulation 6.3;
- 3.12.3 by virtue of the provisions of Section 83 of the Act; or
- 3.12.4 pursuant to an order of the Court.
- 3.13 The Company may purchase, redeem or otherwise acquire its shares at a price lower than the fair value if permitted by, and then only in accordance with, the terms of
- 3.13.1 the Memorandum or these Articles; or
- 3.13.2 a written agreement for the subscription for the shares to be purchased, redeemed or otherwise acquired.

- 3.14 Shares that the Company purchases, redeems or otherwise acquires pursuant to the preceding Regulations may be cancelled or held as treasury shares. Upon the cancellation of a share, the amount included as capital of the Company with respect to that share shall be deducted from the capital of the Company.
- 3.15 Where shares in the Company are held by the Company as treasury shares or are held by another company of which the Company holds, directly or indirectly, shares having more than 50 percent of the votes in the election of directors of the other company, such shares of the Company are not entitled to vote or to have dividends paid thereon and shall not be treated as outstanding for any purpose except for purposes of determining the capital of the Company.

#### **4 TRANSFER OF SHARES**

- 4.1 Subject to the limitations in the Memorandum, registered shares in the Company may be transferred by a written instrument of transfer signed by the transferor and containing the name and address of the transferee, but in the absence of such written instrument of transfer the directors may accept such evidence of a transfer of shares as they consider appropriate.
- 4.2 The Company shall not be required to treat a transferee of a registered share in the Company as a member until the transferee's name has been entered in the share register.
- 4.3 Subject to any limitations in of the Memorandum, the Company must, on the application of the transferor or transferee of a registered share in the Company, enter in the share register the name of the transferee of the share save that the registration of transfers may be suspended and the share register closed at such times and for such periods as the Company may from time to time by resolution of directors determine provided always that such registration shall not be suspended and the share register closed for more than 60 days in any period of 12 months.

#### **5. TRANSMISSION OF SHARES**

- 5.1 The executor or administrator of a deceased member, the guardian of an incompetent member or the trustee of a bankrupt member shall be the only person recognised by the Company as having any title to his shares but they shall not be entitled to exercise any rights as a member of the Company until they have proceeded as set forth in the next following two regulations.
- 5.2 Any person becoming entitled by operation of law or otherwise to a share or shares in consequence of the death, incompetence or bankruptcy of any member may be registered as a member upon such evidence being produced as may reasonably be required by the directors. An application by any such person to be registered as a member shall be deemed to be a transfer of shares of the deceased, incompetent or bankrupt member and the directors shall treat it as such.
- 5.3 Any person who has become entitled to a share or shares in consequence of the death, incompetence or bankruptcy of any member may, instead of being registered

himself, request in writing that some person to be named by him be registered as the transferee of such share or shares and such request shall likewise be treated as if it were a transfer.

- 5.4 What amounts to incompetence on the part of a person is a matter to be determined by a court of competent jurisdiction having regard to all the relevant evidence and the circumstances of the case.

## **6. REDUCTION OR INCREASE IN AUTHORISED CAPITAL OR CAPITAL**

- 6.1 The Company may by a resolution of members or a resolution of directors amend the Memorandum to increase or reduce its authorised capital and in connection therewith the Company may in respect of any unissued shares increase or reduce the number of such shares, increase or reduce the par value of any shares or effect any combination of the foregoing.

- 6.2 The Company may amend the Memorandum to

6.2.1 divide the shares, including issued shares, of a class or series into a larger number of shares of the same class or series; or

6.2.2 combine the shares, including issued shares, of a class or series into a smaller number of shares of the same class or series;

provided however, that where shares are divided or combined under this Regulation, the aggregate par value of the new shares must be equal to the aggregate par value of the original shares.

- 6.3 The capital of the Company may by a resolution of directors be increased by transferring an amount of the surplus of the Company to capital.
- 6.4 Subject to the provisions of Regulations 6.5 and 6.6 the capital of the Company may by resolution of directors be reduced by transferring an amount of the capital of the Company to surplus.
- 6.5 No reduction of capital shall be effected that reduces the capital of the Company to an amount that immediately after the reduction is less than the aggregate par value of all outstanding shares with par value and all shares with par value held by the Company as treasury shares and the aggregate of the amounts designated as capital of all outstanding shares without par value and all shares without par value held by the Company as treasury shares that are entitled to a preference, if any, in the assets of the Company upon liquidation of the Company.
- 6.6 No reduction of capital shall be effected unless the directors determine that immediately after the reduction the Company will be able to satisfy its liabilities as they become due in the ordinary course of its business and that the realisable assets of the Company will not be less than its total liabilities, other than deferred taxes, as shown in the books of the Company, and its remaining capital, and, in the absence of fraud, the decision of the directors as to the realisable value of the assets of the Company is conclusive, unless a question of law is involved.

- 6.7 Where the Company reduces its capital the Company may
- 6.7.1 return to its members any amount received by the Company upon the issue of any of its shares;
  - 6.7.2 purchase, redeem or otherwise acquire its shares out of capital; or
  - 6.7.3 cancel any capital that is lost or not represented by assets having a realisable value.
- 6.8 The Company may by a resolution of directors include in the computation of surplus for any purpose the unrealized appreciation of the assets of the Company, and, in the absence of fraud, the decision of the directors as to the value of the assets is conclusive, unless a question of law is involved.

## **7. MORTGAGES AND CHARGES OF SHARES**

- 7.1 Members may mortgage or charge their shares in the Company and upon satisfactory evidence thereof the Company shall give effect to the terms of any valid mortgage or charge except insofar as it may conflict with any requirements herein contained for consent to the transfer of shares.
- 7.2 In the case of the mortgage or charge of shares there may be entered in the share register of the Company at the request of the registered holder of such shares
- 7.2.1 a statement that the shares are mortgaged or charged;
  - 7.2.2 the name of the mortgagee or chargee; and
  - 7.2.3 the date on which the aforesaid particulars are entered in the share register.
- 7.3 Where particulars of a mortgage or charge are registered, such particulars shall be cancelled
- 7.3.1 with the consent of the named mortgagee or chargee or anyone authorized to act on his behalf; or
  - 7.3.2 upon evidence satisfactory to the directors of the discharge of the liability secured by the mortgage or charge and the issue of such indemnities as the directors shall consider necessary or desirable.
- 7.4 Whilst particulars of a mortgage or charge are registered, no transfer of any share comprised therein shall be effected without the written consent of the named mortgagee or chargee or anyone authorized to act on his behalf.

## **8. FORFEITURE**

- 8.1 When shares issued for a promissory note or other written obligation for payment of

a debt have been issued subject to forfeiture, the following provisions shall apply.

- 8.2 Written notice specifying a date for payment to be made and the shares in respect of which payment is to be made shall be served on the member who defaults in making payment pursuant to a promissory note or other written obligations to pay a debt.
- 8.3 The written notice specifying a date for payment shall
  - 8.3.1 name a further date not earlier than the expiration of 14 days from the date of service of the notice on or before which payment required by the notice is to be made; and
  - 8.3.2 contain a statement that in the event of non-payment at or before the time named in the notice the shares, or any of them, in respect of which payment is not made will be liable to be forfeited.
- 8.4 Where a written notice has been issued and the requirements have not been complied with within the prescribed time, the directors may at any time before tender of payment forfeit and cancel the shares to which the notice relates.
- 8.5 The Company is under no obligation to refund any moneys to the member whose shares have been forfeited and cancelled pursuant to these provisions. Upon forfeiture and cancellation of the shares the member is discharged from any further obligation to the Company with respect to the shares forfeited and cancelled.

## **9. MEETINGS AND CONSENTS OF MEMBERS**

- 9.1 The directors of the Company may convene meetings of the members of the Company at such times and in such manner and places within or outside the British Virgin Islands as the directors consider necessary or desirable.
- 9.2 Upon the written request of members holding 10 percent or more of the outstanding voting shares in the Company the directors shall convene a meeting of members.
- 9.3 The directors shall give not less than 7 days notice of meetings of members to those persons whose names on the date the notice is given appear as members in the share register of the Company and are entitled to vote at the meeting. The directors may fix the date notice is given of a meeting of members as the record date for determining those shares that are entitled to vote at a meeting.
- 9.4 A meeting of members held in contravention of the requirement in Regulation 9.3 is valid:
  - 9.4.1 if members holding not less than 90 percent of the total number of shares entitled to vote on all matters to be considered at the meeting, or 90 percent of the votes of each class or series of shares where members are entitled to vote thereon as a class or series together with not less than a 90 percent majority of the remaining votes, have agreed to shorter notice of the meeting, or

- 9.4.2 if all members holding shares entitled to vote on all or any matters to be considered at the meeting have waived notice of the meeting and for this purpose presence at the meeting shall be deemed to constitute waiver.
- 9.5 The inadvertent failure of the directors to give notice of a meeting to a member, or the fact that a member has not received notice, does not invalidate the meeting.
- 9.6 A member may be represented at a meeting of members by a proxy who may speak and vote on behalf of the member.
- 9.7 The instrument appointing a proxy shall be produced at the place appointed for the meeting before the time for holding the meeting at which the person named in such instrument proposes to vote.
- 9.8 An instrument appointing a proxy shall be in substantially the following form or such other form as the Chairman of the meeting shall accept as properly evidencing the wishes of the member appointing the proxy.

(Name of Company)

I/We \_\_\_\_\_  
\_\_\_\_\_

being a member of the above Company with \_\_\_\_\_

shares HEREBY APPOINT \_\_\_\_\_

of \_\_\_\_\_ or failing  
him

\_\_\_\_\_ of \_\_\_\_\_

to be my/our proxy to vote for me/us at the meeting of members to be

held on the \_\_\_\_\_ day \_\_\_\_\_, 20\_\_\_\_ and at any  
adjournment thereof.

(Any restrictions on voting to be inserted here)

Signed this day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
Member

- 9.9 The following shall apply in respect of joint ownership of shares:

- 9.9.1 if two or more persons hold shares jointly each of them may be present in person or by proxy at a meeting of members and may speak as a member;
- 9.9.2 if only one of the joint owners is present in person or by proxy he may vote on behalf of all joint owners, and;
- 9.9.3 if two or more of the joint owners are present in person or by proxy they must vote as one.
- 9.10 A member shall be deemed to be present at a meeting of members if he participates by telephone or other electronic means and all members participating in the meeting are able to hear each other.
- 9.11 A meeting of members is duly constituted if, at the commencement of the meeting, there are present in person or by proxy not less than 50 percent of the votes of the shares or class or series of shares entitled to vote on resolutions of members to be considered at the meeting. If a quorum be present, notwithstanding the fact that such quorum may be represented by only one person, then such person may resolve any matter and a certificate signed by such person accompanied where such person be a proxy by a copy of the proxy form shall constitute a valid resolution of members.
- 9.12 If within two hours from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the next business day at the same time and place or to such other time and place as the directors may determine, and if at the adjourned meeting there are present within one hour from the time appointed for the meeting in person or by proxy not less than one third of the votes of the shares or each class or series of shares entitled to vote on the resolutions to be considered by the meeting, those present shall constitute a quorum but otherwise the meeting shall be dissolved.
- 9.13 At every meeting of members, the Chairman of the Board of Directors shall preside as chairman of the meeting. If there is no Chairman of the Board of Directors or if the Chairman of the Board of Directors is not present at the meeting, the members present shall choose someone of their number to be the chairman. If the members are unable to choose a chairman for any reason, then the person representing the greatest number of voting shares present in person or by prescribed form of proxy at the meeting shall preside as chairman failing which the oldest individual member or representative of a member present shall take the chair.
- 9.14 The chairman may, with the consent of the meeting, adjourn any meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 9.15 At any meeting of the members the chairman shall be responsible for deciding in such manner as he shall consider appropriate whether any resolution has been carried or not and the result of his decision shall be announced to the meeting and recorded in the minutes thereof. If the chairman shall have any doubt as to the outcome of any

resolution put to the vote, he shall cause a poll to be taken of all votes cast upon such resolution, but if the chairman shall fail to take a poll then any member present in person or by proxy who disputes the announcement by the chairman of the result of any vote may immediately following such announcement demand that a poll be taken and the chairman shall thereupon cause a poll to be taken. If a poll is taken at any meeting, the result thereof shall be duly recorded in the minutes of that meeting by the chairman.

- 9.16 Any person other than an individual shall be regarded as one member and subject to Regulation 9.17 the right of any individual to speak for or represent such member shall be determined by the law of the jurisdiction where, and by the documents by which, the person is constituted or derives its existence. In case of doubt, the directors may in good faith seek legal advice from any qualified person and unless and until a court of competent jurisdiction shall otherwise rule, the directors may rely and act upon such advice without incurring any liability to any member.
- 9.17 Any person other than an individual which is a member of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the person which he represents as that person could exercise if it were an individual member of the Company.
- 9.18 The chairman of any meeting at which a vote is cast by proxy or on behalf of any person other than an individual may call for a notarially certified copy of such proxy or authority which shall be produced within 7 days of being so requested or the votes cast by such proxy or on behalf of such person shall be disregarded.
- 9.19 Directors of the Company may attend and speak at any meeting of members of the Company and at any separate meeting of the holders of any class or series of shares in the Company.
- 9.20 An action that may be taken by the members at a meeting may also be taken by a resolution of members consented to in writing or by telex, telegram, cable, facsimile or other written electronic communication, without the need for any notice, but if any resolution of members is adopted otherwise than by the unanimous written consent of all members, a copy of such resolution shall forthwith be sent to all members not consenting to such resolution. The consent may be in the form of counterparts, each counterpart being signed by one or more members.

## 10. **DIRECTORS**

- 10.1 The first directors of the Company shall be elected by the subscribers to the Memorandum; and thereafter, the directors shall be elected
- 10.1.1 by the members for such terms as the members determine, or
- 10.1.2 by the directors for such terms as the directors may determine.
- 10.2 Until directors are appointed the subscribers to the Memorandum of Association



shall have the power to act as directors.

- 10.3 The minimum number of directors shall be one and the maximum number shall be twenty.
- 10.4 Each director shall hold office for the term, if any, fixed by resolution of members or directors, as the case may be. In the case of a director who is an individual the term of office of a director shall terminate on the director's death, resignation or removal. The bankruptcy of a corporate director shall terminate the term of office of such director.
- 10.5 A director may be removed from office, with or without cause, by a resolution of members or, with cause, by a resolution of directors.
- 10.6 A director may resign his office by giving written notice of his resignation to the Company and the resignation shall have effect from the date the notice is received by the Company or from such later date as may be specified in the notice.
- 10.7 A vacancy in the Board of Directors may be filled by a resolution of members or by a resolution of a majority of the remaining directors.
- 10.8 With the prior or subsequent approval by a resolution of members, the directors may, by a resolution of directors, fix the emoluments of directors with respect to services to be rendered in any capacity to the Company.
- 10.9 A director shall not require a share qualification, and may be an individual or a company.
- 10.10 The Company may determine by resolution of directors to keep a register of directors containing
  - 10.10.1 the names and addresses of the persons who are directors of the Company;
  - 10.10.2 the date on which each person whose name is entered in the register was appointed as a director of the Company; and
  - 10.10.3 the date on which each person named as a director ceased to be a director of the Company.
- 10.11 If the directors determine to maintain a register of directors, a copy thereof shall be kept at the registered office of Company and the Company may determine by resolution of directors to register a copy of the register with the Registrar of Companies.

## 11. **POWERS OF DIRECTORS**

- 11.1 The business and affairs of the Company shall be managed by the directors who may pay all expenses incurred preliminary to and in connection with the formation and registration of the Company and may exercise all such powers of the Company as are

not by the Act or by the Memorandum or these Articles required to be exercised by the members of the Company, subject to any delegation of such powers as may be authorised by these Articles and to such requirements as may be prescribed by a resolution of members; but no requirement made by a resolution of members shall prevail if it be inconsistent with these Articles nor shall such requirement invalidate any prior act of the directors which would have been valid if such requirement had not been made.

- 11.2 The directors may, by a resolution of directors, appoint any person, including a person who is a director, to be an officer or agent of the Company. The resolution of directors appointing an agent may authorize the agent to appoint one or more substitutes or delegates to exercise some or all of the powers conferred on the agent by the Company.
- 11.3 Every officer or agent of the Company has such powers and authority of the directors, including the power and authority to affix the Seal, as are set forth in these Articles or in the resolution of directors appointing the officer or agent, except that no officer or agent has any power or authority with respect to the matters requiring a resolution of directors under the Act.
- 11.4 Any director which is a body corporate may appoint any person its duly authorised representative for the purpose of representing it at meetings of the Board of Directors or with respect to unanimous written consents.
- 11.5 The continuing directors may act notwithstanding any vacancy in their body, save that if their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum for a meeting of directors, the continuing directors or director may appoint directors to fill any vacancy that has arisen or summon a meeting of members.
- 11.6 The directors may by resolution of directors exercise all the powers of the Company to borrow money and to mortgage or charge its undertakings and property or any part thereof, to issue debentures, debenture stock and other securities whenever money is borrowed or as as security for any debt, liability or obligation of the Company or of any third party.
- 11.7 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as shall from time to time be determined by resolution of directors.
- 11.8 The directors may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons whether appointed directly or indirectly by the directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the directors under these Regulations) and for such period and subject to such conditions as they may think fit and any such power of attorney may contain such provisions for the protection and convenience of persons dealing with such attorney or attorneys as the directors may think fit and may also authorise any such attorney or attorneys to delegate all or any powers, authorities and discretions vested in them.

11.9 The Company may determine by resolution of directors to maintain at its registered office a register of mortgages, charges and other encumbrances in which there shall be entered the following particulars regarding each mortgage, charge and other encumbrance:

11.9.1 the sum secured;

11.9.2 the assets secured;

11.9.3 the name and address of the mortgagee, chargee or other encumbrancer;

11.9.4 the date of creation of the mortgage, charge or other encumbrance; and

11.9.5 the date on which the particulars specified above in respect of the mortgage, charge or other encumbrance are entered in the register.

11.10 The Company may further determine by a resolution of directors to register a copy of the register of mortgages, charges or other encumbrances with the Registrar of Companies.

## **12. PROCEEDINGS OF DIRECTORS**

12.1 The directors of the Company or any committee thereof may meet at such times and in such manner and places within or outside the British Virgin Islands as the directors may determine to be necessary or desirable.

12.2 A director shall be deemed to be present at a meeting of directors if he participates by telephone or other electronic means and all directors participating in the meeting are able to hear each other.

12.3 A director shall be given not less than 3 days notice of meetings of directors, but a meeting of directors held without 3 days notice having been given to all directors shall be valid if all the directors entitled to vote at the meeting who do not attend, waive notice of the meeting; and for this purpose, the presence of a director at the meeting shall be deemed to constitute waiver on his part. The inadvertent failure to give notice of a meeting to a director, or the fact that a director has not received the notice, does not invalidate the meeting.

12.4 A director may by a written instrument appoint an alternate who need not be a director and an alternate is entitled to attend meetings in the absence of the director who appointed him and to vote or consent in place of the director.

12.5 A meeting of directors is duly constituted for all purposes if at the commencement of the meeting there are present in person or by alternate not less than one half of the total number of directors, unless there are only two directors in which case the quorum shall be two.

12.6 If the Company shall have only one director the provisions herein contained for meetings of the directors shall not apply but such sole director shall have full power

to represent and act for the Company in all matters as are not by the Act or the Memorandum or these Articles required to be exercised by the members of the Company and in lieu of minutes of a meeting shall record in writing and sign a note or memorandum of all matters requiring a resolution of directors. Such a note or memorandum shall constitute sufficient evidence of such resolution for all purposes.

- 12.7 At every meeting of the directors the Chairman of the Board of Directors shall preside as chairman of the meeting. If there is no Chairman of the Board of Directors or if the Chairman of the Board of Directors is not present at the meeting the Vice Chairman of the Board of Directors shall preside. If there is no Vice Chairman of the Board of Directors or if the Vice Chairman of the Board of Directors is not present at the meeting the directors present shall choose someone of their number to be chairman of the meeting.
- 12.8 An action that may be taken by the directors or a committee of directors at a meeting may also be taken by a resolution of directors or a committee of directors consented to in writing or by telex, telegram, cable, facsimile or other written electronic communication by all directors or all members of the committee, as the case may be, without the need for any notice. The consent may be in the form of counterparts, each counterpart being signed by one or more directors.
- 12.9 The directors shall cause the following corporate records to be kept:
  - 12.9.1 minutes of all meetings of directors, members, committees of directors, committees of officers and committees of members;
  - 12.9.2 copies of all resolutions consented to by directors, members, committees of directors, committees of officers and committees of members; and
  - 12.9.3 such other accounts and records as the directors by resolution of directors consider necessary or desirable in order to reflect the financial position of the Company.
- 12.10 The books, records and minutes shall be kept at the registered office of the Company, its principal place of business or at such other place as the directors determine.
- 12.11 The directors may, by a resolution of directors, designate one or more committees, each consisting of one or more directors.
- 12.12 Each committee of directors has such powers and authorities of the directors, including the power and authority to affix the Seal, as are set forth in the resolution of directors establishing the committee, except that no committee has any power or authority either to amend the Memorandum or these Articles, to appoint directors or fix their emoluments, or to appoint officers or agents of the Company.
- 12.13 The meetings and proceedings of each committee of directors consisting of 2 or more directors shall be governed *mutatis mutandis* by the provisions of these Articles regulating the proceedings of directors so far as the same are not superseded by any provisions in the resolution establishing the committee.

13. **OFFICERS**

- 13.1 The Company may by resolution of directors appoint officers of the Company at such times as shall be considered necessary or expedient. Such officers may consist of a Chairman of the Board of Directors, a Vice Chairman of the Board of Directors, President and one or more Vice Presidents, Secretaries and Treasurers and such other officers as may from time to time be deemed desirable. Any number of offices may be held by the same person.
- 13.2 The officers shall perform such duties as shall be prescribed at the time of their appointment subject to any modification in such duties as may be prescribed thereafter by resolution of directors or resolution of members, but in the absence of any specific allocation of duties it shall be the responsibility of the Chairman of the Board of Directors to preside at meetings of directors and members, the Vice Chairman to act in the absence of the Chairman, the President to manage the day to day affairs of the Company, the Vice Presidents to act in order of seniority in the absence of the President but otherwise to perform such duties as may be delegated to them by the President, the Secretaries to maintain the share register, minute books and records (other than financial records) of the Company and to ensure compliance with all procedural requirements imposed on the company by applicable law, and the Treasurer to be responsible for the financial affairs of the Company.
- 13.3 The emoluments of all officers shall be fixed by resolution of directors.
- 13.4 The officers of the Company shall hold office until their successors are duly elected and qualified, but any officer elected or appointed by the directors may be removed at any time, with or without cause, by resolution of directors. Any vacancy occurring in any office of the Company may be filled by resolution of directors.

14. **CONFLICTS OF INTEREST**

- 14.1 No agreement or transaction between the Company and one or more of its directors or any person in which any director has a financial interest or to whom any director is related including as a director of that other person, is void or voidable for this reason only or by reason only that the director is present at the meeting of directors or at the meeting of the committee of directors that approves the agreement or transaction or that the vote or consent of the director is counted for that purpose if the material facts of the interest of each director in the agreement or transaction and his interest in or relationship to any other party to the agreement or transaction are disclosed in good faith or are known by the other directors.
- 14.2 A director who has an interest in any particular business to be considered at a meeting of directors or members may be counted for purposes of determining whether the meeting is duly constituted.

15. **INDEMNIFICATION**

- 15.1 Subject to the limitations hereinafter provided the Company may indemnify

against all expenses, including legal fees, and against all judgements, fines and amounts paid in settlement and reasonably incurred in connection with legal, administrative or investigative proceedings, any person who

15.1.1 is or was a party or is threatened to be made a party to any threatened, pending or contemplated proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a director, an officer or a liquidator of the Company; or

15.1.2 is or was, at the request of the Company, serving as a director, officer or liquidator of, or in any other capacity is or was acting for, another company or a partnership, joint venture, trust or other enterprise.

15.2 The Company may only indemnify a person if the person acted honestly and in good faith with a view to the best interests of the Company and, in the case of criminal proceedings, the person had no reasonable cause to believe that his conduct was unlawful.

15.3 The decision of the directors as to whether the person acted honestly and in good faith and with a view to the best interests of the Company and as to whether the person had no reasonable cause to believe that his conduct was unlawful is, in the absence of fraud, sufficient for the purposes of these Articles, unless a question of law is involved.

15.4 The termination of any proceedings by any judgement, order, settlement, conviction or the entering of a nolle prosequi does not, by itself, create a presumption that the person did not act honestly and in good faith and with a view to the best interests of the Company or that the person had reasonable cause to believe that his conduct was unlawful.

15.5 If a person to be indemnified has been successful in defence of any proceedings referred to in that Regulation the person is entitled to be indemnified against all expenses, including legal fees, and against all judgements, fines and amounts paid in settlement and reasonably incurred by the person in connection with the proceedings.

15.6 The Company may purchase and maintain insurance in relation to any person who is or was a director, an officer or a liquidator of the Company, or who at the request of the Company is or was serving as a director, an officer or a liquidator of, or in any other capacity is or was acting for, another company or a partnership, joint venture, trust or other enterprise, against any liability asserted against the person and incurred by the person in that capacity, whether or not the Company has or would have had the power to indemnify the person against the liability under Regulation 15.1.

## 16. SEAL

The directors shall provide for the safe custody of the Seal. An imprint of the Seal shall be kept at the registered office of the company. The Seal when affixed to any written instrument shall be witnessed by a director or any other person so authorised from time to time by resolution of directors. The directors may provide for a facsimile of the Seal and of

the signature of any director or authorised person which may be reproduced by printing or other means on any instrument and it shall have the same force and validity as if the Seal had been affixed to such instrument and the same had been signed as hereinbefore described.

## 17. **DIVIDENDS**

- 17.1 The Company may by a resolution of directors declare and pay dividends in money, shares, or other property but dividends shall only be declared and paid out of surplus. In the event that dividends are paid in specie the directors shall have responsibility for establishing and recording in the resolution of directors authorising the dividends, a fair and proper value for the assets to be so distributed.
- 17.2 The directors may from time to time pay to the members such interim dividends as appear to the directors to be justified by the profits of the Company.
- 17.3 The directors may, before declaring any dividend, set aside out of the profits of the Company such sum as they think proper as a reserve fund, and may invest the sum so set apart as a reserve fund upon such securities as they may select.
- 17.4 No dividend shall be declared and paid unless the directors determine that immediately after the payment of the dividend the Company will be able to satisfy its liabilities as they become due in the ordinary course of its business and the realisable value of the assets of the Company will not be less than the sum of its total liabilities, other than deferred taxes, as shown in its books of account, and its capital. In the absence of fraud, the decision of the directors as to the realisable value of the assets of the Company is conclusive, unless a question of law is involved.
- 17.5 Notice of any dividend that has been declared shall be given to each member in the manner hereinafter mentioned and all dividends unclaimed for 3 years after having been declared may be forfeited by resolution of directors for the benefit of the Company.
- 17.6 No dividend shall bear interest as against the Company and no dividend shall be paid on shares described in Regulation 3.15.
- 17.7 A share issued as a dividend by the Company shall be treated for all purposes as having been issued for money equal to the surplus that is transferred to capital upon the issue of the share.
- 17.8 In the case of a dividend of authorised but unissued shares with par value, an amount equal to the aggregate par value of the shares shall be transferred from surplus to capital at the time of the distribution.
- 17.9 In the case of a dividend of authorized but unissued shares without par value, the amount designated by the directors shall be transferred from surplus to capital at the time of the distribution, except that the directors must designate as capital an amount that is at least equal to the amount that the shares are entitled to as a preference, if any, in the assets of the Company upon liquidation of the Company.
- 17.10 A division of the issued and outstanding shares of a class or series of shares into a

larger number of shares of the same class or series having a proportionately smaller par value does not constitute a dividend of shares.

18. **ACCOUNTS**

The Company shall keep such accounts and records as the directors consider necessary or desirable in order to reflect the financial position of the Company.

19. **AUDIT**

- 19.1 The Company may by resolution of members call for the accounts to be examined by auditors in which event the remaining provisions of this Regulation 19 shall apply to the appointment and activities of the auditors.
- 19.2 The first auditors shall be appointed by resolution of directors; subsequent auditors shall be appointed by a resolution of members.
- 19.3 The auditors may be members of the Company but no director or other officer shall be eligible to be an auditor of the Company during his continuance in office.
- 19.4 The remuneration of the auditors of the Company
  - 19.4.1 in the case of auditors appointed by the directors, may be fixed by resolution of directors;
  - 19.4.2 subject to the foregoing, shall be fixed by resolution of members or in such manner as the Company may by resolution of members determine.
- 19.5 The auditors shall examine each profit and loss account and balance sheet required to be served on every member of the Company or laid before a meeting of the members of the Company and shall state in a written report whether or not
  - 19.5.1 in their opinion the profit and loss account and balance sheet give a true and fair view respectively of the profit and loss for the period covered by the accounts, and of the state of affairs of the Company at the end of that period;
  - 19.5.2 all the information and explanations required by the auditors have been obtained.
- 19.6 The report of the auditors shall be annexed to the accounts and shall be read at the meeting of members at which the accounts are laid before the Company or shall be served on the members.
- 19.7 Every auditor of the Company shall have a right of access at all times to the books of account and vouchers of the Company, and shall be entitled to require from the directors and officers of the Company such information and explanations as he thinks necessary for the performance of his duties as an auditor.



- 19.8 The auditors of the Company shall be entitled to receive notice of and to attend any meetings of members of the Company at which the Company's profit and loss account and balance sheet are to be presented.

20. **NOTICES**

- 20.1 Any notice, information or written statement to be given by the Company to members may be served in any way by which it can reasonably be expected to reach each member or by mail addressed to each member at the address shown in the share register.
- 20.2 Any summons, notice, order, document, process, information or written statement to be served on the Company may be served by leaving it, or by sending it by registered mail addressed to the Company, at its registered office, or by leaving it with, or by sending it by registered mail, to the registered agent of the Company.
- 20.3 Service of any summons, notice, order, document, process, information or written statement to be served on the Company may be proved by showing that the summons, notice, order, document, process, information or written statement was delivered to the registered office or the registered agent of the Company or that it was mailed in such time as to admit to its being delivered to the registered agent of the Company in the normal course of delivery within the period prescribed for service and was correctly addressed and the postage was prepaid.

21. **PENSION AND SUPERANNUATION FUNDS**

The directors may establish and maintain or procure the establishment and maintenance of any non-contributory or contributory pension or superannuation funds for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to, any persons who are or were at any time in the employment or service of the Company or any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who are or were at any time directors or officers of the Company or of any such other company as aforesaid or who hold or held any salaried employment or office in the Company or such other company, or any persons in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and to the wives, widows, families and dependents of any such person, and may make payments for or towards the insurance of any such persons as aforesaid, and may do any of the matters aforesaid either alone or in conjunction with any such other company as aforesaid. Subject always to the proposal being approved by resolution of members, a director holding any such employment or office shall be entitled to participate in and retain for his own benefit any such donation, gratuity, pension allowance or emolument.

22. **ARBITRATION**

- 22.1 Whenever any difference arises between the Company on the one hand and any of the members or their executors, administrators or assigns on the other hand, touching

the true intent and construction or the incidence or consequences of these Articles or of the Act, touching anything done or executed, omitted or suffered in pursuance of the Act or touching any breach or alleged breach or otherwise relating to the premises or to these Articles, or to any Act affecting the Company or to any of the affairs of the Company, such difference shall, unless the parties agree to refer the same to a single arbitrator, be referred to two arbitrators, one to be chosen by each of the parties to the difference, and the arbitrators shall before entering on the reference appoint an umpire.

- 22.2 If either party to the reference makes default in appointing an arbitrator either originally or by way of substitution (in the event that an appointed arbitrator shall die, be incapable of acting or refuse to act) for 10 days after the other party has given him notice to appoint the same, such other party may appoint an arbitrator to act in the place of the arbitrator of the defaulting party.

23. **VOLUNTARY WINDING UP AND DISSOLUTION**

The Company may voluntarily commence to wind up and dissolve by a resolution of members but if the Company has never issued shares it may voluntarily commence to wind up and dissolve by resolution of directors.

24. **CONTINUATION**

The Company may by resolution of members or by resolution passed unanimously by all directors of the Company continue as a company incorporated under the laws of a jurisdiction outside the British Virgin Islands in the manner provided under those law.

We, the undersigned of the address stated below for the purpose of incorporating an International Business Company under the laws of the British Virgin Islands hereby subscribe our name to these Articles of Association this 9th day of September, 2003 in the presence of the undersigned witness:

NAME AND ADDRESS  
OF WITNESS

**SGD: LONNIE ROGERS**

Lonnie Rogers  
c/o P. O. Box 146  
Road Town, Tortola  
British Virgin Islands

SUBSCRIBER

**SGD: LINDA ANDREWS**

Linda Andrews  
For and on behalf of  
Trident Trust Company (B.V.I.) Limited  
Trident Chambers  
P. O. Box 146  
Road Town, Tortola  
British Virgin Islands

TERRITORY OF THE BRITISH VIRGIN ISLANDS  
THE INTERNATIONAL BUSINESS COMPANIES ACT  
CERTIFICATE OF INCORPORATION (SECTIONS 14 AND 15)

No. 559386

The Registrar of Companies of the British Virgin Islands HEREBY CERTIFIES  
pursuant to the International Business Companies Act, Cap. 291 that all  
the requirements of the Act in respect of the incorporation having been satisfied,  
**AURORA SHIPPING LIMITED**  
is incorporated in the British Virgin Islands as an International Business  
Company this 9th day of September, 2003.

GIVEN UNDER my hand and seal at  
Road Town, in the Territory of the

British Virgin Islands

SGD: SHERYL MATTHIAS-FORBES  
ASST. REGISTRAR OF COMPANIES

*M. J. J. (Act.)*

CERTIFIED A TRUE COPY BY THE REGISTRAR OF CORPORATE AFFAIRS:

DATE: 22nd day of May, 2006

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**CERTIFICATE OF REGISTRATION  
OF AN OVERSEA COMPANY**

(Establishment of a branch)

Company No. FC026839

Branch No. BR008843

The Registrar of Companies for England and Wales hereby certifies that

**AURORA SHIPPING LIMITED**

has this day been registered under Schedule 21A to the Companies Act 1985 as having established a branch in England and Wales

Given at Companies House, Cardiff, the 16th June 2006



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



*Companies House*

— for the record —

TERRITORY OF THE BRITISH VIRGIN ISLANDS

THE INTERNATIONAL BUSINESS COMPANIES ACT

(1984:29)

CERTIFICATE OF GOOD STANDING

(Section 10(4))

No 150781

AEROLIA SHIPPING LIMITED

The Registrar of Corporate Affairs of the British Virgin Islands

HEREBY CERTIFIES THAT

The above company was duly incorporated under the  
Companies Act of the Territory of the British Virgin Islands on 11 May 2001  
in the City of St John's, 2001 as a company with a share capital  
and is a member of the International Business Companies Association

The name of the company is entered on the register of  
companies in the Territory of the British Virgin Islands and  
has been entered on the register of companies in the City of St John's  
and is a member of the International Business Companies Association

The company has not been declared bankrupt or insolvent  
and is not a member of the International Business Companies Association

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