

**EXHIBIT:**  
**Additional Representations and Warranties Required for U.S. persons or**  
**for Subscribers Acquiring Offer Shares in the United States**

The Subscriber hereby represents and warrants that:

- (i) the Subscriber is a “qualified institutional buyer” (“QIB”) as defined under Rule 144A under the U.S. Securities Act;
- (ii) the Subscriber is aware that the Offer Shares are being offered and sold to the Subscriber in reliance on applicable exemptions from the registration requirements of the U.S. Securities Act for non-public offerings;
- (iii) the Subscriber is acquiring the Offer Shares for its own account or for the account of a QIB with respect to which the Subscriber exercises investment discretion for investment purposes;
- (iv) the Subscriber understands that the Offer Shares have not been and will not be registered under the U.S. Securities Act and will be “restricted securities” (as defined in Rule 144 under the U.S. Securities Act) and that such Offer Shares may not be reoffered, resold, pledged or otherwise transferred, except (A) outside the United States in an offshore transaction, as defined in, and meeting the requirements of, Regulation S under the U.S. Securities Act, (B) to a person who the Subscriber reasonably believes is a QIB in a transaction meeting the requirements of Rule 144A, (C) pursuant to an exemption from registration under the U.S. Securities Act provided by Rule 144 thereunder (if available) or otherwise, or (D) pursuant to an effective registration statement under the U.S. Securities Act, in each case in accordance with any applicable securities laws of any state of the United States or other applicable jurisdiction;
- (v) the Subscriber has conducted its own investigations with respect to the Company and the Offer Shares and has had access to and has reviewed the Prospectus prepared by the Company in connection with the Rights Issue as well as such financial and other information regarding the Company, the Offer Shares and the Rights Issue as the Subscriber deems necessary in order to make its investment decision to subscribe for the Offer Shares, including, but not limited to, reviewing the Company’s periodic reports and other filings to the date hereof as displayed on the Company’s web site. If the Subscriber has had any questions regarding the Company or the Offer Shares, the Subscriber has asked these questions and has received satisfactory answers from representatives of the Company. The Subscriber has not relied on representations, warranties, opinions, projections, financial or other information or analysis, if any, supplied to it by any person other than the Company or any of its affiliates;
- (vi) the Subscriber is a sophisticated investor and has such knowledge and experience in financial and business matters as to be capable of evaluating the merits and risks of an investment in the Offer Shares and the Subscriber is able to bear the economic risks of such an investment, including the loss of its entire investment. In the normal course of its business, the Subscriber invests in or purchases securities similar to the Offer Shares. The Subscriber is aware that it may be required to bear the economic risk of an investment in the Offer Shares for an indefinite period of time, and it is able to bear such risk. The Subscriber has not been formed for the specific purpose of acquiring the Offer Shares;
- (vii) the Subscriber has relied upon its own tax, legal and financial advisers in connection with its decision to purchase Offer Shares and believes that an investment in the Offer Shares is suitable for the Subscriber based upon the Subscriber’s investment objectives, financial needs and personal contingencies; the Subscriber has no need for liquidity of investment with respect to the Offer Shares;
- (viii) the Subscriber is acquiring the Offer Shares for investment purposes only and not with a view to or for the purposes of resale, distribution or fractionalization, in whole or in part, thereof in violation of the U.S. securities laws. The Subscriber has no agreement, understanding or intention to distribute, resell, pledge or otherwise transfer the Offer Shares or any part thereof, directly or indirectly, in the United States or to any U.S. persons;
- (ix) the Subscriber agrees that so long as the Offer Shares are “restricted securities” as defined in Rule 144 under the U.S. Securities Act, it shall notify each transferee of Offer Shares from it that (a) such Offer Shares have not been registered under the U.S. Securities Act; (b) such Offer Shares are subject to the restrictions on the resale or other transfer thereof described above; (c) such transferee shall be deemed to have represented (i) as to its status as a subscriber acquiring the Offer Shares in an offshore transaction pursuant to Regulation S under the U.S. Securities Act or in a transaction that does not require registration under the U.S. Securities Act or any applicable laws of the states of the United States and (ii) that such transferee is not an “underwriter” within the meaning of Section 2(a)(11) of the U.S. Securities Act; and (d) such transferee shall be deemed to have agreed to notify its subsequent transferees as to the foregoing;
- (x) the Subscriber understands and agrees that it is purchasing the Offer Shares directly from the Company. The Subscriber further acknowledges that there have been no representations, warranties, covenants and agreements made to Subscriber by the Company or any of its officers or directors, expressly or by implication, other than those representations, warranties, covenants and agreements included in the Prospectus.
- (xi) the Subscriber acknowledges that it has not purchased the Offer Shares as a result of any form of general solicitation or general advertising, including advertisements, articles, notices or other communications published in any newspaper, magazine or similar media or broadcast over radio or television, or any seminar or meeting whose attendees have been invited by general solicitation or general advertising;
- (xii) the Subscriber understands and agrees that no federal or state agency has passed upon or endorsed the merits of the offering of the Offer Shares or made any findings or determination as to the fairness of this investment;
- (xiii) the Subscriber understands that the Company will not recognize any offer, sale, pledge or other transfer of the Offer Shares made other than in compliance with the above-stated restrictions; and

- (xiv) the Subscriber understands and acknowledges that the Company, the Settlement Agent, and others will rely upon the truth and accuracy of the foregoing representations and warranties and that if any of such representations and warranties made by it are no longer accurate, it shall promptly notify the Company; and if it is acquiring any Offer Shares as fiduciary or agent for one or more accounts it represents that it has sole investment discretion with respect to each such account and that it has full power and authority to make, and does make, the foregoing representations and warranties on behalf of each such account.

**The Subscriber understands and agrees that it will acquire the Offer Shares either directly from the Settlement Agent's U.S. registered broker-dealer or from the Settlement Agent pursuant to the Settlement Agent's chaperoning arrangement with its U.S. registered broker-dealer in accordance with Rule 15a-6 under the U.S. Exchange Act. The Subscriber irrevocably authorises the Company and/or the Settlement Agent to produce this U.S. Investor Representation Letter or a copy hereof to any interested party in any administrative or legal proceeding or official inquiry with respect to the matters covered hereby.**

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Signature of Subscriber \*

**\*Only Subscribers who are U.S. persons or who are acquiring Offer Shares in the United States, or for the account or benefit of U.S. Persons are required to make the representations and warranties set forth in this Exhibit.**