CONTENTS

(Company)

	PART A: DEFINITIONS AND INTERPRETATION	
1.	DEFINITIONS AND INTERPRETATION	4
	PART B: RELATIONSHIP BETWEEN PARTIES	
2.	EQUITY IN BUSINESS GROUP	8
3.	PROPRIETORS, EQUITY HOLDERS AND ASSOCIATES	8
4.	DIRECTORS OF COMPANY	9
5.	MANAGING DIRECTOR OF COMPANY	10
6.	CONSTITUTION OF COMPANY	10
7.	BANKING	10
8.	CHEQUES AND SECURITIES	11
9.	DOCUMENTS OF TITLE	11
10.	BUSINESS RECORDS	11
11.	BUSINESS ACCOUNTS	12
12.	BUSINESS ACCOUNTANTS	12
13.	AUDIT AND INSPECTION OF RECORDS	13
14.	PROFIT DISTRIBUTION POLICY	14
15.	LOANS BY EQUITY HOLDERS AND ASSOCIATES	14
16.	SECURITIES BY EQUITY HOLDERS AND ASSOCIATES	14
17.	ENCUMBRANCES WITH RESPECT TO PROPRIETOR'S EQUITY	15
18.	ASSIGNMENT OF PROPRIETOR'S EQUITY	15
19.	OPTION TO PURCHASE	17
20.	TRANSFER NOTICES	18
21.	DRAG ALONG OPTIONS	19
22.	TAG ALONG OPTIONS	20
23.	DETERMINATION OF PURCHASE PRICE	21
24.	PAYMENT OF PURCHASE PRICE	22
25.	NON-EXERCISE OF OPTION TO PURCHASE	22

26.	OBLIGATIONS OF EQUITY HOLDERS AND ASSOCIATES	23	
27.	RESTRICTED ACTIVITIES	24	
28.	MATTERS FOR UNANIMOUS OR SPECIAL RESOLUTION	25	
29.	RESOLUTION OF DEADLOCKS	25	
PART E: GENERAL PROVISIONS			
30.	DISPUTE RESOLUTION	26	
31.	TERMINATION	27	
32.	RELATIONSHIP BETWEEN PARTIES	27	
33.	FURTHER ASSURANCES	27	
34.	ENTIRE AGREEMENT	27	
35.	REPRESENTATION AND WARRANTIES	28	
36.	COUNTERPARTS	28	
37.	WAIVER	28	
38.	SEVERABILITY	29	
39.	VARIATION OF AGREEMENT	29	
40.	ASSIGNMENT	29	
41.	NOTICES	29	
42.	GOVERNING LAW	30	
43.	COSTS AND STAMP DUTY	30	