

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS I, the "DONOR", Mr/Ms \_\_\_\_\_  
having the permanent address of \_\_\_\_\_  
do hereby constitute and appoint The Hongkong and Shanghai Banking Corporation Limited, Bangladesh  
having its main Branch Office at Anchor Tower, 5th Floor, 1/1-B Sonargaon Road, Dhaka-1205 (a  
Branch of The Hongkong and Shanghai Banking Corporation Limited incorporated in Hongkong) acting  
through any of its Officers to be its true and lawful Attorney to exercise all or any of the following acts,  
deeds and powers for and on behalf of and in the name place and stead of the Donor on and also in  
accordance with the Donor's instructions from time to time thereof:

1. To take up subscribe and pay for new or rights shares and receive bonus shares of all such Companies;
2. To apply to the Companies concerned for splitting of share certificates or allotment letters into marketable lots and obtain such other papers, documents and information as our said Attorneys may require in connection with or to complete such transactions;
3. To sign the transfer deeds in blank or completed as required or receive the same duly verified by the Companies or deliver the same to purchasers or as they may direct verified as aforesaid and otherwise take such action as may be necessary to complete the purchase or transfer the ownership of the shares/securities to such purchasers or as they may direct, including, in the case of purchases on behalf of the Donor registration of the Donor as the registered owner of the shares or securities;
4. To collect dividends, profit, return or interest accrued on any such shares or securities and remit the same to the Donor or as they may direct;
5. To represent the Donor before the Government of Bangladesh or any other administrative sub-division thereof, the Bangladesh Bank or any other bank, company, corporation or body in connection with the transactions referred to above, and sign and execute whatever instruments may be necessary for the approval if required, of such transaction by any government agency or any other organisation or institution for the purpose of implementing the sale or purchase of  
  
shares or securities and for the remittance of dividends, sale or purchase price or any other interest or profits derived therefrom to the Donor;
6. To attend in any meeting of the concerned Company and to represent us and to cast vote thereat on our behalf;
7. From time to time to appoint and remove at pleasure as Attorney or Attorneys in respect of all or any of the matters aforesaid any other officer or officers of the Bank in Bangladesh or elsewhere;
8. To do all such other acts, deeds, matters and things as may be necessary, usual, proper or expedient for the purpose hereof;

9. The Donor shall indemnify the Attorney and its officers against all claims, liabilities, damages, costs and expenses of any kind which may be incurred by it or them and all actions or proceedings which may be brought against it or them in connection with their appointment hereunder except in so far as such results from the negligence or willful default of it or them.

AND the Donor hereby ratifies and confirms whatever the said Attorneys shall lawful do or cause to be done by virtue of these presents.

THIS POWER OF ATTORNEY shall remain in force unless legally revoked and made known to the Attorney in writing.

IN WITNESS WHEREOF the Donor has caused this Power of Attorney to be signed in its name and on its behalf on this the \_\_\_\_\_ day of \_\_\_\_\_ 200\_\_.

Signature of the Donor: \_\_\_\_\_

Name of the Donor: \_\_\_\_\_