

PARTICULARS OF THE RIGHTS ATTACHING TO THE ORDINARY SHARES (the “**Shares**”) IN
THE CAPITAL OF JARDINE MATHESON HOLDINGS LIMITED (the “**Company**”)

Voting rights

Each share carries the right to one vote on a poll. On a vote by show of hands each member present in person has one vote, and each member present in proxy (except any proxy who is a director or other officer of the Company or any of its subsidiaries) has one vote subject to the provisions of the Company Bye-laws where a proxy has been appointed by more than one member. The right to vote is determined by reference to the register of members.

Dividend rights

All dividends shall be declared and paid according to the amounts paid up on the Shares. Dividends may only be paid out of profits available for distribution or contributed surplus, except that dividends cannot be declared or paid out of contributed surplus if there are reasonable grounds for believing that the Company is, or would after the payment be, unable to pay its liabilities as they become due or the realisable value of its assets would be less than its liabilities. Interim dividends may be paid as decided by the directors. Shareholders may declare a final dividend in an amount not exceeding the amount recommended by directors.

A dividend may be paid in cash or, if shareholders direct upon the recommendation of directors, by distribution of specific assets. Directors have the discretion to settle difficulties arising on such a distribution, such as fractional entitlements and the value of specific assets, and directors may resolve to pay certain overseas shareholders in cash in lieu of assets where a distribution of assets would be unlawful or impracticable. Directors can also resolve to pay a dividend, or give the shareholders the right to elect to receive a dividend, through the issue of new Shares.

Any dividend which has remained unclaimed for twelve years from the date of declaration of such dividend shall be forfeited and shall revert to the Company.

Pre-emption rights

Under Bermuda company law and the Company Bye-laws, no pre-emption rights exist in relation to the new issue of Shares by the Company. However, in accordance with the governance principles voluntarily adopted by the Company, the Company seeks shareholder approval at each annual general meeting to issue new Shares on a non-pre-emptive basis for up to 33% of the Company's issued share capital, of which up to 5% may be issued for cash consideration.

Rights to share in the issuer's profits

The Shares do not carry any rights to share in the Company's profits.

Rights to share in any surplus in the event of liquidation

If the Company is wound up the liquidator may, with the authority of a special resolution of the shareholders of the Company, divide the assets of the Company (in whole or in part) among the shareholders. The liquidator has the discretion to determine the value of the assets and how the assets shall be divided. The Shares do not carry any other rights to share in any surplus (including in the event of liquidation) other than those that exist as a matter of law.

Redemption provisions

The Shares are not redeemable.

Conversion provisions

The Shares are not convertible.