

ANNEX I

Rule 144A
Deposit Certification

Certificate and Agreement of Acquirors of
Receipts Upon Deposit of Shares Pursuant to
Section 2.02 of the Rule 144A Deposit Agreement

We refer to the Rule 144A Deposit Agreement, dated as of March 14, 1994 (the "Rule 144A Deposit Agreement"), among John Keells Holdings Limited (the "Company"), Citibank, N.A., as Depositary, and all Holders from time to time of Rule 144A Global Depositary Receipts ("Rule 144A GDRs") issued thereunder and all Beneficial Owners, from time to time, of any beneficial interest in such Rule 144A GDRs. Capitalized terms used but not defined herein shall have the meanings given them in the Rule 144A Deposit Agreement.

1. This certificate and agreement is furnished in connection with the deposit of Shares and the issuance of one or more Rule 144A GDRs pursuant to Section 2.02 of the Rule 144A Deposit Agreement.

2. We acknowledge (or if we are acting for the account of another person, such other person has confirmed to us that it acknowledges) that the Rule 144A GDRs and the Shares represented thereby have not been and will not be registered under the Securities Act.

3. We certify that either:

- A. We are a Qualified Institutional Buyer (as defined in Rule 144A under the Securities Act), and at the time of issuance of the Rule 144A GDRs referred to above, we (or one or more Qualified Institutional Buyers for whose account we are acting) will be the beneficial owner of such Rule 144A GDRs.

OR

- B. We are a broker-dealer acting for the account of our customer; our customer has confirmed to us that it is a Qualified Institutional Buyer and either (i) at the time of issuance of the Rule 144A GDRs referred to above, it will be the beneficial owner of the Rule 144A

GDRs, or (ii) it is acting for the account of a Qualified Institutional Buyer that, at the time of issuance of the Rule 144A GDRs referred to above, will be the beneficial owner of such Rule 144A GDRs.

4. We agree (or if we are acting for the account of another person, such other person has confirmed to us that it agrees) that we (or it) will not offer, sell, pledge or otherwise transfer the Rule 144A GDRs or the Shares represented thereby except (a) to a person whom we reasonably believe (or it and anyone acting on its behalf reasonably believes) is a Qualified Institutional Buyer within the meaning of Rule 144A under the Securities Act in a transaction meeting the requirements of Rule 144A, (b) in an offshore transaction in accordance with Regulation S under the Securities Act, or (c) in accordance with Rule 144 under the Securities Act (if available), in each case in accordance with any applicable securities laws of any state of the United States.

Very truly yours,

[NAME OF CERTIFYING ENTITY]

By: _____
Title: _____

Dated: