

(Registered No: 00094632)

COMPANIES ACTS 1985 AND 1989

WT FOODS LIMITED

(the "Company")



PRIVATE COMPANY LIMITED BY SHARES

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**SHAREHOLDER'S WRITTEN RESOLUTIONS  
PURSUANT TO THE  
ARTICLES OF ASSOCIATION  
OF THE COMPANY**

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The undersigned, being the sole member of the Company, who at the date of this resolution is entitled to receive notice of, attend and vote at general meetings of the Company, hereby passes the following special resolution and agree that the said special resolution shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

It was resolved **THAT**:

1. subject to compliance with sections 155-158 of the Companies Act 1985 (the "**Act**") the provision of financial assistance within the meaning of sections 151 to 155 of the Companies Act 1985 (the "**Act**") proposed to be given by the Company to WT Tiger 2 Limited ("**WT Tiger 2**") for the purpose of reducing or discharging any liability incurred in connection with the acquisition of the entire issued share capital of the Company (the "**Acquisition**"), by way of execution of the documents described at 2(a) to (e) below, be and is hereby approved;
2. the terms of, the transactions contemplated by, and the pursuance of its obligations under, each of the Documents (as defined below):
  - (a) a £6,000,000 facilities agreement (the "**Facilities Agreement**") to be made between, amongst others, the Company (as Principal Borrower) and certain of its subsidiaries (as Working Capital Borrowers) and HSBC Bank plc (as the Lender) ("**HSBC**"), whereby, subject to terms and

conditions set out therein, HSBC has agreed to make available to the Company term loan facilities in an aggregate amount not exceeding £6,000,000 for the purposes of funding the part redemption of loan notes issued by WT Tiger 2 and related costs and expenses;

- (b) a £3,000,000 working capital facility letter (the **"Working Capital Facility Letter"**) to be made between, amongst others, the Company (as Principal Borrower), and certain of its subsidiaries (as Working Capital Borrowers) and HSBC (as the Lender), whereby, subject to terms and conditions set out therein, HSBC has agreed to make available to the Company and the Working Capital Borrowers a working capital facility up to an aggregate maximum principal amount of £3,000,000;
- (c) a debenture to be made between the Company and HSBC (the **"Debenture"**);
- (d) a composite guarantee (the **"Composite Guarantee"**) to be made by, amongst others, the Company, and certain of its subsidiaries in favour of HSBC; and
- (e) a £9,984,629.75 inter-company loan (the **"Inter-Company Loan"**) to be entered into by the Company (as the Lender) and WT Tiger 2 (as the Borrower),

(the documents listed above are together the **"Documents"** and each one is a **"Document"**),

be approved and that execution by the Company of the Documents is hereby authorised and that the Directors of the Company be authorised to execute and deliver the Documents, and perform the obligations contained therein, with such amendments as they shall in their absolute discretion think fit;

- 3. entering into the Documents is in the best interests of the Company and the approval of the Company to enter into the Documents is given notwithstanding that the Company may be held to be giving financial assistance for the purposes of sections 151 and 152 of the Act; and
- 4. these resolutions have effect notwithstanding any provision of the Company's articles of association.

Dated this 28<sup>th</sup> day of July 2006

SIGNED by  
for and on behalf of  
**WT TIGER 3 LIMITED**

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