

Company Number: 00201357

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
WRITTEN RESOLUTION OF THE MEMBERS

of
WENTWORTH CLUB LIMITED
(the **Company**)

Circulated on 30th August 2017

FRIDAY



A12 *A6EIKIOR* 08/09/2017 #372
COMPANIES HOUSE

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006 (the **Act**), it is proposed that the resolution below is passed as indicated below. The resolution set out below is referred to in this document as the **Resolution**.

SPECIAL RESOLUTION

- I. THAT with effect from this Resolution being passed the articles of association of the Company be altered:
 - I.1 by deleting in Article 18 the words, "*The A Directors and the B Directors shall be those persons respectively nominated as such by the Parent Company by notice in writing to the Company. Any A Director or B Director so nominated may be removed at any time by similar notice from the Parent Company.*" and replacing them with the following words "*Notwithstanding any other provision of these Articles or Table A, the Parent Company may at any time and from time to time appoint any person who is willing to act as a Director, and is permitted by law to do so, to be a Director (such person may be appointed as an A Director, B Director or otherwise), either to fill a vacancy or as an additional Director, and may remove any Director howsoever appointed from office. Any appointment or removal of a Director in accordance with this Article 18 must be effected by notice in writing to the Company signed by or on behalf of the Parent Company or in any other manner approved by the Directors.*"
 - I.2 by the insertion as a new article 23(E) the following, "*is removed as a Director in accordance with Article 18;*" and
 - I.3 by the insertion as a new article 23(F) the following, "*is requested to resign in writing by all the other Directors. In calculating the number of Directors who are required to make such a request to the Director:*
 - i. *an alternate Director appointed by him acting in his capacity as such shall be excluded; and*
 - ii. *a Director and any alternate Director appointed by him and acting in his capacity as such shall constitute a single Director for this purpose, so that the signature of either shall be sufficient.*"

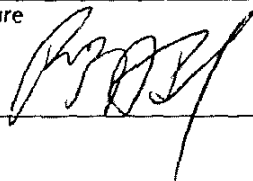
Please read the notes set out below before signing or taking any action on this document.

AGREEMENT

We, being persons entitled to vote on the Resolution on the Circulation Date, irrevocably agree to the Resolution:

SIGNED on behalf of **WENTWORTH ESTATES LIMITED**

Signature



SIGNED on behalf of **WENTWORTH GROUP HOLDINGS LIMITED**

Signature

Date on which Resolution is passed..... 30/8/2017

Notes:

1. If you agree to the Resolution, please indicate your agreement by signing (but not dating) this document where indicated above and returning it to the Company using one of the following methods:
 - 1.1 by hand or post to Qian Liu, Reignwood Investments UK Ltd, 2nd Floor, 55 Mark Lane, London EC3R 7NE; or
 - 1.2 by attaching a scanned copy of the signed document and sending it to qian.liu@reignwood.co.uk.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

By returning the document to the person as set out at 1 above you irrevocably confirm that he/she or any person he/she may nominate is authorised at his/her sole discretion to deliver the signed document to the Company and date it with delivery on your behalf and will (until the date of delivery of such document to the Company) continue to hold the document as your agent and not as agent for the Company.

2. Once delivered, you will have indicated your agreement to the Resolution and may not revoke your agreement.
3. The Resolution will lapse if sufficient agreement to it has not been received by the Company within 28 days of the Circulation Date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.