

THE COMPANIES ACT 1985

WRITTEN RESOLUTION

OF

GUINNESS WORLD RECORDS LIMITED (THE "COMPANY")

(Passed on **25** May 2005)

We, the undersigned, being the sole member of the Company who (at the date of this resolution) would have been entitled to vote upon the resolution set out below if it had been proposed at a general meeting at which we were present, hereby agree, pursuant to regulation 53 of Table A adopted by article 1 of the Company's articles of association) to the following written resolution (which would otherwise be required to be passed as a special resolution):


RESOLUTION

THAT:

- (a) The entry by the Company into a guarantee supplement to a senior credit agreement dated 20 March 2005 between Sunshine Acquisition Limited, Sunshine Holdings 3 Limited, the initial lenders, initial issuing bank and initial swing line bank identified therein, Merrill Lynch, Pierce, Fenner and Smith Inc. and Deutsche Bank Securities Inc. as joint lead arrangers and joint bookrunners and Merrill Lynch Capital Corporation as administrative agent as amended by an amendment agreement dated 23 May 2005 (the "**Senior Credit Agreement**") pursuant to which the Company would guarantee the prompt performance by each relevant obligor of all obligations existing under or in respect of the Loan Documents (as defined therein). The Senior Credit Agreement and Loan Documents are together the "**Senior Finance Documents**") and the payment of all sums payable at any time by each relevant obligor under or in connection with the Senior Finance Documents (the "**Senior Guaranteed Obligations**") and the performance by the Company of all obligations thereunder be and is hereby approved and ratified
- (b) The entry by the Company into a guarantee supplement to a bridge credit agreement dated 20 March 2005 between Sunshine Acquisition Limited, Sunshine Holdings 3 Limited, the initial lenders identified therein, Merrill Lynch, Pierce, Fenner and Smith Inc. and Deutsche Bank Securities Inc. as joint lead arrangers and joint bookrunners and Deutsche Bank AG New York as administrative agent, pursuant to which the Company would guarantee the prompt performance by each relevant obligor of all obligations under the Senior Credit Agreement and the finance and other documents referred to therein as amended by an amendment agreement dated 23 May 2005 (the "**Bridge Credit Agreement**") pursuant to which the Company would guarantee the prompt performance by each relevant obligor of all obligations existing under or in respect of the Loan Documents (as defined therein) (the Bridge Credit Agreement and Loan Documents are together the "**Bridge Finance Documents**") and the payment of all sums payable at any time by each relevant obligor under or in connection with the Bridge Finance Documents and the performance by the Company of all obligations thereunder be and is hereby approved and ratified
- (c) The entry by the Company into a debenture to be entered into between, inter alios, the Company and Merrill Lynch Capital Corporation as administrative agent (the "**Debenture**") pursuant to the Senior Credit Agreement (pursuant to which the

Company would covenant to pay and discharge the Senior Guaranteed Obligations on the due date and create fixed and floating charges over substantially all its assets and undertaking by way of security for the same and the performance by the Company of all obligations thereunder be and is hereby approved). The Senior Finance Documents, the Bridge Finance Documents and the Debenture are together the "**Helium Finance Documents**";

- (d) the provision by the Company of financial assistance (as defined in section 152 Companies Act 1985) in relation to the acquisition by Sunshine Acquisition on 24 May 2005 of 160,291,893 ordinary shares in the capital of the Company's holding Company HIT Entertainment Limited (the "**HIT Shares**") by the Company giving guarantees and security in respect of certain loan facilities to HIT Entertainment Inc., ("**US Newco**") (the "**Facilities**"), entering into subordination and loan arrangements (the "**Assistance Documents**") all as more fully described in the directors' statutory declaration of solvency in Form 155(6)(a), a copy of which is attached to this resolution be approved and ratified;
- (e) the giving of financial assistance for the previous acquisition of 32,508,704 ordinary shares in the Company's holding company Gullane Entertainment Limited by the execution by the Company of, and the subsequent exercise of rights under, the Assistance Documents be approved; and
- (f) after having taken into consideration the best corporate interests of the Company, the Shareholders resolved that approval for the performance of the entering into and the execution by the Company, of the Helium Finance Documents be and is hereby given, notwithstanding that the Company might be held to be giving financial assistance for the purposes of Sections 151 and 152 of the Companies Act 1985 and it be resolved that doing so is in the best interests of the Company.


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for and on behalf of
Gullane Entertainment Limited