

G

**Declaration in relation to  
the redemption or purchase  
of shares out of capital**

ase do not  
te in  
s margin

Pursuant to section 173 of the Companies Act 1985

ase complete  
libly, preferably  
black type, or  
id block lettering

To the Registrar of Companies

For official use

Company number

[ ] [ ] [ ] [ ] [ ] [ ]

1539186

Name of company

\* LING DYNAMIC SYSTEMS LIMITED

insert full name  
of company

te  
ase read the notes  
page 2 before  
mpleting this form.

\*We of J. H. Rutherford of Sparrows End, Newport, Saffron Walden, Essex, CB11 3TT

S. J. Titcomb of Plummerden House, Lindfield, West Sussex, RH16 2QS

P. Seaton of "Teviotdale", Stoke St. Mary, Taunton, Somerset, TA3 5SU

C. J. Williams of 9 Thatcher Standfords Close, Melbourn, Nr Royston, SG8 6DT

insert name(s) and  
address(es) of all  
ne directors

delete as  
appropriate

~~the sole director~~ [all the directors]† of the above company do solemnly and sincerely declare that:

The business of the company is:

delete whichever  
is inappropriate

(a) ~~that of a (recognised bank) [licensed institution]† within the meaning of the Banking Act 1979~~

(b) ~~that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on insurance business in the United Kingdom~~

(c) that of something other than the above **THE MANUFACTURE OF VIBRATION  
AND ENVIRONMENTAL TEST SYSTEMS**

The company is proposing to make a payment out of capital for the redemption or purchase of its own shares

The amount of the permissible capital payment for the shares in question is £ 665,648  
(note 1)

Continued overleaf

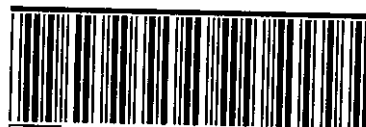
Presentor's name address and  
reference (if any):

**NORTON ROSE  
Kemspon House  
PO Box 570  
Camomile Street  
London EC3A 7AN**

Ref: TPLF/149/719901

For official Use  
General Section

| Post room



KLO \*K1A2U0T8\* 1100  
COMPANIES HOUSE 09/09/98

~~We~~ We have made full enquiry into the affairs and prospects of the company, and ~~we~~ we have formed the opinion:

Please do not  
write in  
this margin

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

- (a) as regards its initial situation immediately following the date on which the payment out of capital is proposed to be made, that there will be no grounds on which the company could then be found unable to pay its debts (note 2), and
- (b) as regards its prospects for the year immediately following that date, that, having regard to ~~my~~ our intentions with respect to the management of the company's business during that year and to the amount and character of the financial resources which will in ~~my~~ our view be available during that year, the company will be able to continue to carry on business as a going concern (and will accordingly be able to pay its debts as they fall due) throughout that year. (note 2)

And ~~we~~ we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at Aberdeen House, South  
Road, Haywards Heath,  
West Sussex  
the 29th day of August  
one thousand nine hundred and ninety six

Declarant(s) to sign below

Simon James Titeau

before me [Signature]

COMMISSIONER FOR OATHS

A Commissioner for Oaths, or Notary Public, or Justice of the Peace, or Solicitor having the powers conferred on a Commissioner for Oaths.

## Notes

- 1 'Permissible capital payment' means an amount which, taken together with  
(i) any available profits of the company; and  
(ii) the proceeds of any fresh issue of shares made for the purposes of the redemption or purchase;  
is equal to the price of redemption or purchase.  
'Available profits' means the company's profits which are available for distribution (within the meaning of section 172 and 263 of the Companies Act 1985).  
The question whether the company has any profits so available and the amount of any such profits is to be determined in accordance with section 172 of the Companies Act 1985.
- 2 Contingent and prospective liabilities of the company must be taken into account, see sections 173(4) & 517 of the Companies Act 1985.
- 3 A copy of this declaration together with a copy of the auditors report required by section 173 of the Companies Act 1985, must be delivered to the Registrar of Companies not later than the day on which the company publishes the notice required by section 175(1) of the Companies Act 1985, or first publishes or gives the notice required by section 175(2), whichever is the earlier.

# G

COMPANIES FORM No.173

# 173

## Declaration in relation to the redemption or purchase of shares out of capital

Please do not  
write in  
this margin

Pursuant to section 173 of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

insert full name  
of company

Note  
Please read the notes  
on page 2 before  
completing this form.

insert name(s) and  
address(es) of all  
the directors

delete 'as  
appropriate

delete whichever  
is inappropriate

To the Registrar of Companies

For official use

Company number

--	--	--	--

1539186

Name of company

\* LING DYNAMIC SYSTEMS LIMITED

3/We o J.H. RUTHERFORD OF SPARROWS END, NEWPORT, SAFFRON WALDEN, ESSEX

CB11 3TT

S.J. TITCOMB OF PLUMMERDEN HOUSE, LINDFIELD, WEST SUSSEX RH16 2QS

P. SEATON OF "TEVIOTDALE", STOKE ST. MARY, TAUNTON, SOMERSET

TA3 5SU

C.J. WILLIAMS OF 9 THATCHER STANFORDS CLOSE, MELBOURN

NR ROYSTON SG8 6DT

~~the sole director~~ [all the directors] of the above company do solemnly and sincerely declare that:

The business of the company is:

(a) that of a ~~recognised bank~~ [licensed institution] within the meaning of the Banking Act 1979

(b) that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on

~~insurance business in the United Kingdom~~(c) that of something other than the above THE MANUFACTURE OF VIBRATION  
AND ENVIRONMENTAL TEST SYSTEMS

The company is proposing to make a payment out of capital for the redemption or purchase of its own  
shares

The amount of the permissible capital payment for the shares in question is £ 665,648  
(note 1)

Continued overleaf

Presenter's name address and  
reference (if any):

NORTON ROSE  
KEMPSON HOUSE  
PO BOX 570  
CAMOMILE STREET  
LONDON EC3A 7AN  
P.C. TEL (149) 712221 LL

For official Use  
General Section

Post room

We have made full enquiry into the affairs and prospects of the company, and we have formed the opinion:

Please do not write in this margin

- (a) as regards its initial situation immediately following the date on which the payment out of capital is proposed to be made, that there will be no grounds on which the company could then be found unable to pay its debts (note 2), and
- (b) as regards its prospects for the year immediately following that date, that, having regard to our intentions with respect to the management of the company's business during that year and to the amount and character of the financial resources which will in our view be available during that year, the company will be able to continue to carry on business as a going concern (and will accordingly be able to pay its debts as they fall due) throughout that year. (note 2)

Please complete legibly, preferably in black type, or bold block lettering

And we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

T.M.

Declared at Baldock Street Road  
Royston in the County of  
Hertfordshire  
the 29<sup>th</sup> day of August  
one thousand nine hundred and  
Ninety Six  
before me

Declarant(s) to sign below

*Peter Seal*  
*[Signature]*

A Commissioner for Oaths, or Notary Public, or Justice of the Peace, or Solicitor having the powers conferred on a Commissioner for Oaths.

SOLICITOR  
BASSOU & COMPANY  
22A MARKET HILL, ROYSTON  
HERTFORDSHIRE SG8 5JH

## Notes

- 1 'Permissible capital payment' means an amount which, taken together with
- (i) any available profits of the company; and

(ii) the proceeds of any fresh issue of shares made for the purposes of the redemption or purchase; is equal to the price of redemption or purchase.

'Available profits' means the company's profits which are available for distribution (within the meaning of section 172 and 263 of the Companies Act 1985).

The question whether the company has any profits so available and the amount of any such profits is to be determined in accordance with section 172 of the Companies Act 1985.


- 2 Contingent and prospective liabilities of the company must be taken into account, see sections 173(4) & 517 of the Companies Act 1985.
- 3 A copy of this declaration together with a copy of the auditors report required by section 173 of the Companies Act 1985, must be delivered to the Registrar of Companies not later than the day on which the company publishes the notice required by section 175(1) of the Companies Act 1985, or first publishes or gives the notice required by section 175(2), whichever is the earlier.

**AUDITORS' REPORT TO THE DIRECTORS OF LING DYNAMIC  
SYSTEMS LIMITED PURSUANT TO SECTION 173(5) OF THE  
COMPANIES ACT 1985**

We have examined the attached statutory declaration of the directors dated 29 August 1996 in connection with the company's proposed purchase of 1,704,042 preference shares by a payment out of capital and reserves. We have enquired into the state of the company's affairs so far as necessary for us to review the bases for the statutory declaration.

In our opinion, the amount of £665,648 specified in the statutory declaration of the directors as the permissible capital payment for the shares to be purchased is properly determined in accordance with sections 171 and 172 of the Companies Act 1985.

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in Section 173(3) of the Companies Act 1985 is unreasonable in all the circumstances.



Chartered Accountants  
Registered Auditors

29 August 1996