

SCOTTS CHEMISTS LIMITED

ELECTIVE RESOLUTION OF THE MEMBERS DATED: 1/9/97

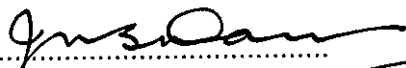
ELECTIVE RESOLUTION

It is hereby unanimously resolved as an Elective Resolution in accordance with Section 379A of the Companies Act 1985 ('the Act'):

THAT the Company hereby elects:

- i) pursuant to Section 252 of the Act, to dispense with the laying of accounts and reports before the Company in general meeting.
- ii) pursuant to Section 366A of the Act to dispense with the holding of Annual General Meetings.

CERTIFIED A TRUE COPY


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SECRETARY

