

Company number: 01891545

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

RESOLUTIONS IN WRITING

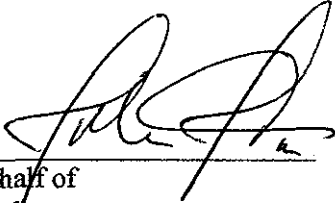
OF

NOVAR HOLDINGS LIMITED

WE, being all the members of the Company who at the date of this resolution are entitled to attend and vote at a general meeting of the Company, **RESOLVE** in accordance with section 381A of the Companies Act 1985 as amended to pass the following resolutions as written resolutions having effect as if passed by the Company in a general meeting:

SPECIAL RESOLUTIONS

- 1 **THAT** each of the proposals to be entered into by the Company in connection with and as contemplated by the transfer by Friedland Doggart Group Limited of Quadratus Limited, and the transfer by MK Electric International Limited of the 95% interest in MK Electric Singapore Pte. Limited, in each case at book value to Sutax Limited, the payment by Novar Electrical Holdings Limited of a gift of £8 million to MK Electric International Limited and the making of loans by MK Electric International Limited and Novar Electrical Holdings Limited in an aggregate amount of approximately £38 million to Novar Limited be and are hereby approved.
- 2 **THAT** any and all claims and rights of action that the Company may have against the Company's directors arising directly or indirectly out of or in connection with the matters referred to in Resolution 1 above be and are hereby irrevocably and unconditionally waived.

Signature 
For and on behalf of
Novar Limited

21 November 2005

