

# 29 - 09 - 97

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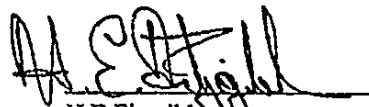
**THE COMPANIES ACT 1985 ("the Act")****COMPANY LIMITED BY SHARES****ELECTIVE RESOLUTION  
of  
TOP TECHNOLOGY LIMITED****Passed 12 September 1997**

The following was duly passed as an Elective Resolution at the Annual General Meeting of the Company held on 12 September 1997.

**ELECTIVE RESOLUTION**

1. "THAT (A) The provisions of Section 80A of the Act shall apply, instead of the provisions of Section 80(4) and (5) of the Act, in relation to the giving or renewal, after the passing of this resolution, of an authority under the said Section 80.  
  
(B) The company hereby elects to:
  - (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;
  - (iii) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually; and
  - (iv) pursuant to Sections 369(4) and 378(3) of the Act, that the provision of those Sections shall have effect in relation to the company as if the references to 95 per cent in those provisions there were substituted references to 90 per cent."

Dated: 12 September 1997

  
H E Fitzgibbon  
Chairman

ejw/gm/mins/0020

