

1992395

(2)

The Directors  
Rhinefield Time Share Management Limited  
The Old Library  
The Drive  
Sevenoaks  
Kent  
TN13 3AB

I hereby give special notice, pursuant to Section 279 and 388 of the Companies Act 1985, of my intention to propose the following resolution as an Ordinary Resolution at an Extraordinary General Meeting of the company.

#### RESOLUTION

THAT Messrs PKF, New Garden House, 78 Hatton Garden, London EC1N 8JA be appointed auditors in place of the retiring auditors Ernst & Young to act as such until the conclusion of the next General Meeting of the company at which the requirements of Section 241(1) of the Companies Act 1985 be complied with, and that the Directors of the company be authorised to fix their remuneration.



Signed

Pp Rhinefield House Hotel Limited

Dated 22 January 2003

