



THE COMPANIES ACT 1985

WRITTEN RESOLUTION

OF

GULLANE ENTERTAINMENT LIMITED (THE "COMPANY")

(Passed on 25 May 2005)

We, the undersigned, being the sole member of the Company who (at the date of this resolution) would have been entitled to vote upon the resolution set out below if it had been proposed at a general meeting at which we were present, hereby agree, pursuant to regulation 53 of Table A adopted by article 1 of the Company's articles of association) to the following written resolution (which would otherwise be required to be passed as a special resolution):

RESOLUTION

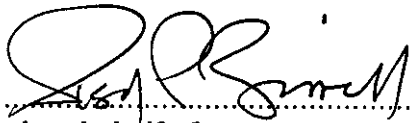
THAT:

- (a) The entry by the Company into a guarantee supplement to a senior credit agreement dated 20 March 2005 between Sunshine Acquisition Limited, Sunshine Holdings 3 Limited, the initial lenders, initial issuing bank and initial swing line bank identified therein, Merrill Lynch, Pierce, Fenner and Smith Inc. and Deutsche Bank Securities Inc. as joint lead arrangers and joint bookrunners and Merrill Lynch Capital Corporation as administrative agent as amended by an amendment agreement dated 23 May 2005 (the "**Senior Credit Agreement**") pursuant to which the Company would guarantee the prompt performance by each relevant obligor of all obligations existing under or in respect of the Loan Documents (as defined therein) (the Senior Credit Agreement and Loan Documents are (together the "**Senior Finance Documents**") and the payment of all sums payable at any time by each relevant obligor under or in connection with the Finance Documents (the "**Senior Guaranteed Obligations**") and the performance by the Company of all obligations thereunder be and is hereby approved and ratified
- (b) The entry by the Company into a guarantee supplement to a bridge credit agreement dated 20 March 2005 between Sunshine Acquisition Limited, Sunshine Holdings 3 Limited, the initial lenders identified therein, Merrill Lynch, Pierce, Fenner and Smith Inc. and Deutsche Bank Securities Inc. as joint lead arrangers and joint bookrunners and Deutsche Bank AG New York as administrative agent, pursuant to which the Company would guarantee the prompt performance by each relevant obligor of all obligations under the Senior Credit Agreement and the finance and other documents referred to therein as amended by an amendment agreement dated 23 May 2005 (the "**Bridge Credit Agreement**") pursuant to which the Company would guarantee the prompt performance by each relevant obligor of all obligations existing under or in respect of the Loan Documents (as defined therein) (the Bridge Credit Agreement and Loan Documents are together the "**Bridge Finance Documents**") and the payment of all sums payable at any time by each relevant obligor under or in connection with the Bridge Finance Documents and the performance by the Company of all obligations thereunder be and is hereby approved and ratified
- (c) The entry by the Company into a debenture to be entered into between, inter alios, the Company and Merrill Lynch Capital Corporation as administrative agent (the "Debenture") pursuant to the Senior Credit Agreement (pursuant to which the

Company would covenant to pay and discharge the Senior Guaranteed Obligations on the due date and create fixed and floating charges over substantially all its assets and undertaking by way of security for the same and the performance by the Company of all obligations thereunder be and is hereby approved);

- (d) The entry by the Company into a stock pledge agreement between the Company, HIT Entertainment Plc, relating to the Company's shares in HIT Entertainment, Inc, with Merrill Lynch Capital Corporation as administrative agent) (the "**Stock Pledge Agreement**") pursuant to the Senior Credit Agreement above be approved and ratified. The Senior Finance Documents, the Bridge Finance Documents, the Debenture and the Stock Pledge Agreement are together the "**Helium Finance Documents**").
- (e) the provision by the Company of financial assistance (as defined in section 152 of the Companies Act 1985 (the "**Act**") in relation to the acquisition by Sunshine Acquisition on 24 May 2005 of 106,291,893 ordinary shares in the capital of the Company (the "**HIT Shares**") by giving guarantees and security in respect of certain loan facilities to the Company's subsidiary HIT Entertainment Inc. ("**US Newco**") (the "**Facilities**"), entering into subordination and upstream loan arrangements (the "**Assistance Documents**") all as more fully described in the directors' statutory declaration of solvency in Form 155(6)(a), a copy of which is attached to this resolution, be approved and ratified;
- (f) the provision by the Company of financial assistance (as defined in section 152 Companies Act 1985 of the Act) in relation to the acquisition by HIT Entertainment Limited of 32,508,704 ordinary shares in the capital of the Company (the "**Gullane Shares**") by giving guarantees and security in respect of the Facilities to US Newco and entering into the Assistance Documents all as more fully described in the directors' statutory declaration of solvency in Form 155(6)(a), a copy of which is attached to this resolution, be approved and ratified;
- (g) the giving of financial assistance for the acquisition of the HIT Shares by Guinness World Records Limited, Gullane Thomas Limited, the Media Merchants Television Company Limited and Television Support Services Limited, being subsidiaries of the Company (the "**Subsidiaries**" and each a "**Subsidiary**"), by giving guarantees and security in respect of the Facilities, entering into various upstream loan arrangements and, in the case of Television Support Services Limited, subordination of its rights arising thereunder, (the "**Subsidiary Assistance Documents**"), and the execution of, and the subsequent exercise of rights under, those of the Subsidiary Assistance Documents to which in each case the Subsidiary is a party be approved;
- (h) the giving of financial assistance for the previous acquisition the Gullane Shares by the Subsidiaries by giving guarantees and security in respect of the Facilities, entering into the Subsidiary Assistance Documents and the execution of, and the subsequent exercise of rights under, those of the Subsidiary Assistance Documents to which in each case the Subsidiary is a party be approved; and

After having taken into consideration the best corporate interests of the Company, the Shareholders resolved that approval for the performance of, the entering into on or about 1 June 2005 and the execution by the Company and the Subsidiaries (as the case may be), of (a) the Assistance Documents, the Subsidiary Assistance Documents and the Helium Finance Documents (together the "**Approved Documents**") and (b) the agreements, documents, instruments or certificates ancillary or connected with the Approved Documents respectively be and is hereby given, notwithstanding that the Company and the Subsidiaries respectively might be held to be giving financial assistance for the purposes of Sections 151 and 152 of the Companies Act 1985 and it be resolved that doing so is in the best interests of the Company.



for and on behalf of
HIT Entertainment Limited