

**THE INSOLVENCY ACT 1986 AND THE COMPANIES ACT 1985**

**COMPANY LIMITED BY SHARES**

**SPECIAL RESOLUTION**

(Pursuant to Section 378(2) of the Companies Act 1985 and 84(1)(b) of the Insolvency Act 1986)

of:

**PHOENIX POLYMERS LIMITED**

Passed -

At an Extraordinary General Meeting of the members of the above named company, duly convened and held at Kingston Smith & Partners LLP, Devonshire House, 60 Goswell Road, London EC1M 7AD on 21<sup>st</sup> April 2004 at 2.00pm, the following resolutions were duly passed:

**As a Special Resolution:**

1. That the Company be wound up voluntarily.

**As an Ordinary Resolution:**

2. That Nicholas John Miller and Ian Robert or Kingston Smith & Partners LLP, Devonshire House, 60 Goswell Road, London, EC1M 7AD, are hereby appointed Joint Liquidators for the purposes of such winding up. The Joint Liquidators may act joint and severally.
3. That the Joint Liquidators remuneration be drawn from time to time on the basis of normal time costs incurred.

**As an Extraordinary Resolution:**

4. That the Joint Liquidators be empowered at their discretion, to distribute in specie assets of the Company, if appropriate.
5. That the Joint Liquidators be empowered to exercise those powers set-out in Schedule 4 Part 1 of the Insolvency Act 1986.
6. That upon completion of the Liquidation, the Joint Liquidators be authorised to dispose of the books and records 12 months after the dissolution of the company.

Signed

Michael Hart  
Chairman

21/4/04

Presented for filing by:-

Kingston Smith & Partners LLP  
Devonshire House  
60 Goswell Road  
London, EC1M 7AD

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