

11-07-97

Number of Company - 2470318

THE COMPANIES ACT 1985

RESOLUTIONS

OF

JARDINE EUROPEAN MOTORS PLC

At an Extraordinary General Meeting of the Company duly convened and held at Charter Court, Colchester, Essex CO4 4TG on 25 June 1997 the following resolutions, of which resolutions 1 and 2 are Ordinary Resolutions and 3 a Special Resolution, were duly passed:

ORDINARY RESOLUTIONS

IT WAS RESOLVED

- 1 THAT the authorised share capital of the Company be increased to £40,500,000 by the creation of 11,000,000 Ordinary shares of £1.00 each ranking in all respects pari passu with the existing 29,500,000 shares in the capital of the Company.
- 2 THAT subject to the passing of resolution 1, the directors be unconditionally authorised, pursuant to Section 80 of the Companies Act 1985 ("the Act") to allot relevant securities (as defined in the Act) up to an aggregate nominal amount of £40,500,000 at any time or times during the period of five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the Company before the expiration of this authority.

SPECIAL RESOLUTION

IT WAS RESOLVED

- 3 THAT subject to the passing of resolution 2 and to the provisions of Sections 89 and 95 of the Act becoming applicable to the Company, the Board be and it is hereby empowered pursuant to the said Section 95 to allot equity securities for cash pursuant to the authority conferred by resolution 2 as if sub-section 1 of the said Section 89 did not apply.

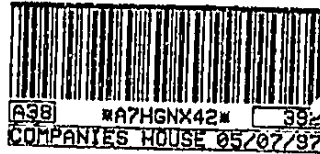
Matheson & Co., Limited
Secretaries



Jonifer Rutherford
Assistant Secretary



Number of Company - 2470318



THE COMPANIES ACT 1985

RESOLUTIONS

OF

JARDINE EUROPEAN MOTORS PLC

At an Extraordinary General Meeting of the Company duly convened and held at Charter Court, Colchester, Essex CO4 4TG on 16 December 1992 the following Resolutions were duly passed in accordance with Section 379A of the Companies Act 1985 ("The Act"):

IT WAS RESOLVED:

1. As an Ordinary Resolution THAT the authorized share capital of the Company be increased to £20,000,000 by the creation of an additional 5,000,000 ordinary shares of £1 each.
2. As an Ordinary Resolution THAT subject to the passing of resolution 1, the directors be unconditionally authorised, pursuant to Section 80 of the Companies Act 1985 ("the Act") to allot relevant securities (as defined in the Act) up to an aggregate nominal amount of £20,000,000 at any time or times during the period of five years from the date hereof and at any time thereafter pursuant to any offer or agreement made by the Company before the expiry of this authority.
3. As a Special Resolution THAT subject to the passing of resolution 2 and to the provisions of Sections 89 and 95 of the Act becoming applicable to the Company, the Board be and it is hereby empowered pursuant to the said Section 95 to allot equity securities for cash pursuant to the authority conferred by resolution 2 as if sub-section 1 of the said Section 89 did not apply.

Matheson & Co., Limited
Secretaries

A handwritten signature in cursive script that reads 'Jennifer Rutherford'.

Jenifer Rutherford
Assistant Secretary