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GROUP FINANCE OFFICE

PAGE 01

Company Number: 02654245

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

- of -

GLOBAL TEA & COMMODITIES LIMITED (THE "COMPANY")

Resolved : [X] ^{23rd} December 2005

We, the undersigned, being all the Members for the time being of the Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following Written Resolution of the Company and agree that the said resolution shall, pursuant to Section 381A of the Companies Act 1985 (the "Act") (as amended) for all purposes be as valid and effective as if the same had been passed as a special resolution at a General Meeting of the Company duly convened and held.

THAT the articles of association of the Company be amended by the deletion of the existing Article 21.4, and insertion of the following as a replacement Article 21.4:

"The directors of the Company shall procure that the aggregate amounts for the time being remaining undischarged by virtue of any of the foregoing operations by the Company or any subsidiary of the Company and by virtue of any like operations by the Company or any subsidiary of the Company including any liability (whether ascertained or contingent) under any guarantee for the time being in force and including amounts due under any hire purchase, credit sale, conditional sale or leasing agreements (other than leases of real or heritable property which can be in accordance with current accounting practice be attributed to capital but excluding inter-company loans, mortgages and charges) shall not exceed a sum which is the greater of US\$40,000,000 and two and one half times the aggregate of the nominal amount of the share capital of the Company for the time being issued and paid up or credited as paid up and the amounts for the time being standing to the credit of the capital and revenue reserves and the share premium account of the Company and all its subsidiaries (excluding any amounts arising from the writing up of the book values of any capital assets any amounts attributable to goodwill and minority interests and any amounts set aside for future taxation) all as shown by the then latest audited consolidated balance sheet of the Company."

SIGNED BY:

NADEEM AHMED

FOR AND ON BEHALF OF MURMOOM
INVESTMENTS LIMITED.

B.S. ABDUL RAHMAN

FOR AND ON BEHALF OF VICTORIA
PARK HOLDINGS LIMITEDFOR AND ON BEHALF OF CDC GROUP
PLCA22
COMPANIES HOUSE

ASWMBMC

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29/12/2005