

The Insolvency Act 1986 and Companies Act 2006**Company Limited by Shares****SPECIAL RESOLUTION**

(Pursuant to Section 283 of the Companies Act 2006 and 84(1)(b) of the Insolvency Act 1986)

of Eternit Clay Tiles Limited

Passed - 11 May 2009

At a General Meeting of the members of the above named company, duly convened and held at PKF (UK) LLP, Sovereign House, Queen Street, Manchester, M2 5HR on 11 May 2009 the following resolutions were duly passed:

"That the Company be wound up voluntarily".

"That Matthew Gibson and Kerry Bailey of PKF (UK) LLP, Sovereign House, Queen Street, Manchester, M2 5HR be and are hereby appointed joint liquidators of the Company for the purpose of the voluntary winding up and are empowered to act jointly and severally".

"That the joint liquidators should be remunerated by reference to PKF (UK) LLP's rates for the time properly given by them and their staff in attending to matters arising in the winding-up".

"That the joint liquidators' necessary disbursements be approved, including category 2 disbursements, which may include elements of shared or allocated costs".

"That the joint liquidators are hereby authorised to distribute amongst the members in specie or kind the whole or any part of the assets of the Company".

"That the joint liquidators be authorised under the provisions of Section 165(2)(a) of the Insolvency Act 1986 ("The Act") to exercise the powers specified in Part 1 of Schedule 4 of the Act."

Signed: _____

David Speakman, Director

Presented for filing by:-

PKF (UK) LLP
Sovereign House
Queen Street
Manchester
M2 5HR

Presenter's reference:-

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