

2826284

METROLINE PLC

**MEMBERS' RESOLUTION IN WRITING PASSED PURSUANT TO THE
COMPANY'S ARTICLES OF ASSOCIATION**

On the 26th day of December 2003 the following resolutions were passed as written resolutions of the members of the Company:-

Written Resolution

1. That the authorised share capital of the Company be and is hereby increased from £2,075,000 to £15,525,000 by the creation of an additional 269,000,000 ordinary shares of £0.05 each.
2. That the directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities (within the meaning of section 80 of the Companies Act 1985) up to an aggregate nominal amount of £15,525,000 at any time or times during the period of five years from the date hereof and the directors may, after that period, allot any shares or grant any such right under this authority in pursuance of an offer or agreement so to do made by the Company within that period.
3. That the directors be and are hereby empowered pursuant to section 95 of the Companies Act 1985 to allot equity securities (within the meaning of section 94 of the Companies Act 1985) for cash up to an aggregate nominal amount of £15,525,000 as if section 89 (1) of the Companies Act 1985 did not apply to any such allotment, provided that this power shall expire five years from the date hereof save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired.

We being the holders of the entire issued share capital of the Company, hereby generally and unconditionally consent to the written resolutions above being passed.

Signed by
for and on behalf of Braddell plc



Kua Hong Pak



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METROLINE PLC

**RESOLUTIONS IN WRITING OF THE BOARD OF DIRECTORS OF
METROLINE PLC**

Whereas :-

- A. Directors have been requested to consider a proposal to capitalise the shareholder's loan made by Braddell Plc ("Braddell") to the Company in connection with the clearance of the Royal Bank of Scotland Loan in July 2002. It was proposed that the amount of £13,450,000 be repaid and cancelled by the allotment to Braddell of an additional 269,000,000 ordinary shares of £0.05 each in the Company (the "Shares").
- B. The members of the Company had passed the following written resolutions on 26 December 2003: (i) authorising an increase in share capital of the Company to £15,525,000; (ii) authorising the directors to allot shares in the Company up to a value of £15,525,000; and (iii) authorising the directors to allot shares for cash up to a value of £15,525,000 as if section 80 (1) of the Companies Act 1985 did not apply.

IT IS RESOLVED that :-

1. The allotment of the Shares in consideration for the cancellation of the debt to Braddell is in the best interests of the Company and the Directors confirm that they have disclosed all their interests in the subject matter.
2. The secretary is instructed to complete and file all returns required to be made to the registrar of companies in consequence of the above transaction and to issue a share certificate to Braddell for the Shares upon cancellation of the debt.

Signature :



Name :

Kira Hong Pak

Date :

26 December 2003

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METROLINE PLC

**RESOLUTIONS IN WRITING OF THE BOARD OF DIRECTORS OF
METROLINE PLC**

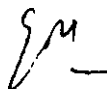
Whereas :-

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- B. The members of the Company had passed the following written resolutions on 26 December 2003: (i) authorising an increase in share capital of the Company to £15,525,000; (ii) authorising the directors to allot shares in the Company up to a value of £15,525,000; and (iii) authorising the directors to allot shares for cash up to a value of £15,525,000 as if section 80 (1) of the Companies Act 1985 did not apply.

IT IS RESOLVED that :-

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2. The secretary is instructed to complete and file all returns required to be made to the registrar of companies in consequence of the above transaction and to issue a share certificate to Braddell for the Shares upon cancellation of the debt.

Signature :



Name :

Lim Jit Poh

Date :

26 December 2003

METROLINE PLC

**RESOLUTIONS IN WRITING OF THE BOARD OF DIRECTORS OF
METROLINE PLC**

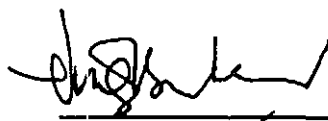
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- B. The members of the Company had passed the following written resolutions on 26 December 2003: (i) authorising an increase in share capital of the Company to £15,525,000; (ii) authorising the directors to allot shares in the Company up to a value of £15,525,000; and (iii) authorising the directors to allot shares for cash up to a value of £15,525,000 as if section 80 (1) of the Companies Act 1985 did not apply.

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Signature :



Name :

Ong Boon Leong

Date :

26 December 2003

METROLINE PLC

**RESOLUTIONS IN WRITING OF THE BOARD OF DIRECTORS OF
METROLINE PLC**

Whereas:-

- A. Directors have been requested to consider a proposal to capitalise the shareholder's loan made by Braddell Plc ("Braddell") to the Company in connection with the clearance of the Royal Bank of Scotland Loan in July 2002. It was proposed that the amount of £13,450,000 be repaid and cancelled by the allotment to Braddell of an additional 269,000,000 ordinary shares of £0.05 each in the Company (the "Shares").
- B. The members of the Company had passed the following written resolutions on 28 December 2003: (i) authorising an increase in share capital of the Company to £15,525,000; (ii) authorising the directors to allot shares in the Company up to a value of £15,525,000; and (iii) authorising the directors to allot shares for cash up to a value of £15,525,000 as if section 80 (1) of the Companies Act 1985 did not apply.

IT IS RESOLVED that:-

1. The allotment of the Shares in consideration for the cancellation of the debt to Braddell is in the best interests of the Company and the Directors confirm that they have disclosed all their interests in the subject matter.
2. The secretary is instructed to complete and file all returns required to be made to the registrar of companies in consequence of the above transaction and to issue a share certificate to Braddell for the Shares upon cancellation of the debt.

Signatures :



Name :

Lim Hung Siang

Date :

28 December 2003

