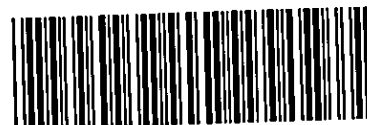


Company Number: 2873109

THE COMPANIES ACTS 1985-1989

PRIVATE COMPANY
LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
PJH HOLDINGS LIMITED
("the Company")

MONDAY



A47 *A47NZORM* 243
16/04/2007
COMPANIES HOUSE

We, the undersigned, being the sole member for the time being entitled to receive notice of and to attend and vote at general meetings of the Company, hereby pass the following resolution as a Special Resolution pursuant to s381A of the Companies Act 1985 and agree that such resolution shall be for all purposes as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held

SPECIAL RESOLUTION

That the existing Articles of Association be amended as follows

- 1 The following definitions are to be inserted into Article 2 1

"GUIC" means Globe Union Industrial Corporation, a company registered in Taiwan whose principal office is at 22 Chien-Kwo Road, Taichung Export Processing Zone, Taiwan 427, Republic of China,

"GU Appointee" means a Director nominated as such by GUIC pursuant to Article 20 4,

- 2 The following Article to be inserted as 21 4

"Without prejudice to the powers of the Company under section 303 of the Act to remove a Director by Ordinary Resolution, at any time when the Company is a Subsidiary of GUIC, then GUIC shall have the power from time to time and at any time to appoint any person or persons as a Director or Directors and to remove from office any Director howsoever appointed, to nominate any Director as a "GU Appointee" and to revoke such nomination Any such appointment, removal or nomination shall be effected by an instrument in writing signed on behalf of GUIC by one of its directors or its secretary and shall take effect upon lodgement at the registered office of the Company The office of a Director shall be vacated if he is removed from office under this article Regulation 81 of Table A shall be modified accordingly "

- 3 Article 24 to be deleted and replaced with the following Article

"Not used"

- 4 Article 20 to be deleted and replaced with the following Article

"The quorum for the transaction of the business of the directors shall be two, at least one of which shall be a GU Appointee provided at the time that there is at least one

GU Appointee A person who holds office only as an alternate director shall, if his appointor is not present, be counted in the quorum "

5 The following Article to be inserted as Article 30 1

"At any meeting of the Directors, provided that there is at least one GU Appointee, each GU Appointee present shall have a number of votes equal to the number of Directors present who are not GU Appointees, plus one "

Signed

A handwritten signature in black ink, appearing to be 'W. J. H.', written over a horizontal line.

Dated

4 April

2007

For and on behalf of PJH Company Limited