

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 2901064

The Registrar of Companies for England and Wales hereby certifies that

METRO-CAMMELL HONG KONG LIMITED

having by special resolution changed its name, is now incorporated
under the name of

ALSTOM TRANSPORT HONG KONG LTD

Given at Birmingham, the 22nd June 1998



C02901064L

H. Gumbs.
H. GUMBS (MISS)

For The Registrar Of Companies



Company Number 2901064

part of £600
LLOYDS
003708



THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION OF METRO-CAMMELL HONG KONG LIMITED

**DATED
18 JUNE 1998**

At an Extraordinary General Meeting of the Company duly convened and held on 18 June 1998 the following resolution was passed as a Special Resolution.

SPECIAL RESOLUTION

That with the consent of the Registrar of Companies the name of the Company be changed to ALSTOM Transport Hong Kong Ltd and that Clause 1 of the Company's Memorandum of Association be altered accordingly.

Certified to be a true copy

[Handwritten signature]
Solicitor

[Handwritten signature]
CHAIRMAN

Date: 22 June 1998