

FRIDAY



RM

23/05/2008

183

COMPANIES HOUSE

## THE COMPANIES ACT 2006

## PRIVATE LIMITED COMPANY

## WRITTEN RESOLUTIONS

OF

**PIONEER INTERNATIONAL GROUP HOLDINGS LIMITED**

We, the undersigned, being the sole member for the time being of the above named Company entitled to receive notice of and to attend and vote at a meeting of the holders of the "A" redeemable preference shares of Aus\$1.00 each (the "Preference Shares") HEREBY RESOLVE that the following resolution be adopted as Extraordinary Resolutions of the Company and agree that the said resolution shall, pursuant to Chapter 2 of Part 13 of the Companies Act 2006, for all purposes be as valid and effective as if the same had been passed at an extraordinary general meeting of the Company of the holders of the Preference Shares duly convened and held:

**EXTRAORDINARY RESOLUTIONS**

"THAT the holder of "A" redeemable preference shares of Aus\$1.00 each (the "Preference Shares") hereby:

1. approves, ratifies and confirms the revocation of the whole of a dividend in the sum of Aus\$10,726,239.35 (the "Dividend") declared and paid on the "D" redeemable preference shares of Aus\$1.00 each in the Company to Pioneer International Pty Limited ("PIHL") on December 21, 2007;
2. approves, ratifies and confirms the treatment of the amount of the Dividend as a loan from the Company to PIHL in the sum of Aus\$10,726,239.35, having effect from and including December 21, 2007, such loan bearing interest at a rate of six month AUS\$ LIBOR plus a margin of 25 basis points and being repayable on demand,

where each such approval, ratification and confirmation is made pursuant to a written resolution of the holders of the ordinary shares of Aus\$1.00 each in the Company, dated April 28, 2008, a copy of which is attached hereto; and

3. sanctions each and every modification or abrogation of the special rights and privileges attaching to the Preference Shares as are or may be involved in the proposals referred to in paragraphs (1) and (2) above.

Dated this 28 day of April 2008

For: Pioneer International Holdings Pty Limited

Director

C. J. To be a t

Ernst & Young

Solicitor

## NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods:

By Hand: delivering the signed copy to Hanson Limited, 1 Grosvenor Place, London SW1X 7JH.

Post: returning the signed copy by post to Hanson Limited, 1 Grosvenor Place, London SW1X 7JH.

Fax: faxing the signed copy to 020 7245 1245 marked "For the attention of The Company Secretary".

E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to [graham.dransfield@hanson.com](mailto:graham.dransfield@hanson.com). Please enter "A Extraordinary written resolution dated April 28 2008" in the e-mail subject box.

If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
3. Unless, by April 28, 2008, sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.
4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.
5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy