

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

PIONEER INTERNATIONAL GROUP HOLDINGS LIMITED

(the "Company")

Circulation date: 30 June 2009

Certified as a true copy

[Signature]

Director/Secretary

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the resolution below is passed as a special resolution of the Company.

SPECIAL RESOLUTION

THAT:

- (A) in accordance with section 641 of the Companies Act 2006 (the "Act"), the share premium account of the Company be and is reduced from £744,476,000 to £644,476,000 by cancelling £100,000,000 standing to the credit of the Company's share premium account on the date of the passing of this resolution; and
- (B) the authority provided under paragraph (A) above shall have full effect (subject to the Act) by the passing of this resolution in writing, notwithstanding the provisions of the last paragraph of article 6 of the Company's articles of association.

Agreement

Please read the notes at the end of this document before signifying your agreement to the resolution.

The undersigned, being the sole person entitled, or who is duly authorised on behalf of the person entitled to vote on the above resolution on the circulation date, hereby irrevocably agrees to the resolution.

The undersigned:

(A) intends that this document shall also separately constitute (i) a class consent of the holders of ordinary shares of £1.00 each in the capital of the Company, (ii) a class consent of the holders of ordinary shares of A\$1.00 each in the capital of the Company, (iii) a class consent of the holders of A redeemable preference shares of A\$1.00 each in the capital of the Company and (iv) a class consent of the holders of E redeemable preference shares of A\$1.00 each in the capital of the Company; and

(B) confirms that, to the extent the special reserve created by the cancellation of share premium account effected by the above resolution is not used to fund dividend payments payable to the holders of each class of preference shares referred to in paragraph (A) above, the same may be applied in any other manner permitted by law and the Company's articles of association (the "Articles") provided that such reduction shall not trigger any requirement to repay capital or premium paid up on such preference shares under either of articles 4.2(A)(b) or 4.2(E)(b) of the Articles

Signed by:
Director

[Signature]

For and on behalf of: Pioneer International Holdings Pty Ltd

Date:

30-06-09

TUESDAY



RXRP0BJY

14/07/2009

RM

COMPANIES HOUSE

145

NOTES

1. You can choose to agree to all of the resolutions or none of them, but you cannot agree to only some of the resolutions. If you agree to all of the resolutions, 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 the Company Secretary (and marked for his attention) at Hanson Limited, Hanson House, 14 Castle Hill, Maidenhead, SL6 4JJ.

By Post: returning the signed copy by post to the Company Secretary (and marked for his attention) at Hanson Limited, Hanson House, 14 Castle Hill, Maidenhead, SL6 4JJ.

By Fax: faxing the signed copy to 01628 774232 marked "For the attention of the Company Secretary".

By E-mail: by attaching a scanned copy of the signed document to an e-mail and sending it to roger.tyson@hanson.com.

If you do not agree to all of the resolutions, 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 resolutions, you may not revoke your agreement.
3. Unless sufficient agreement has been received for the resolutions to pass within 28 days of the circulation date, they will lapse. If you agree to the resolutions, 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 of the relevant power of attorney or authority when returning this document.