

THE COMPANIES ACT 1985

COMPANY NUMBER 2989008

ORDINARY AND SPECIAL RESOLUTIONS OF
WESTMINER ACQUISITION (UK) LIMITED

We, the undersigned, Westminer International (UK) Limited being the sole Member for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolutions as Ordinary and Special Resolutions and agree that the said resolutions pursuant to The Companies (Tables A to F) Regulations 1985 (as amended) (Regulation 53 of Table A) shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

ORDINARY RESOLUTIONS

IT IS HEREBY RESOLVED:-

- (1) THAT the capital of the Company be increased by US\$100,000,000 beyond the registered capital of £50,000,000 by the creation of 100,000,000 ordinary shares of US\$1 each to rank pari passu in all respects with the existing ordinary shares of £1 each in the capital of the Company.
- (2) THAT:-
 - 2.1 the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 80 and 80A of the Companies Act 1985 (as amended) to exercise for an indefinite period all the powers of the Company to allot relevant securities up to the aggregate nominal amount of US\$100,000,000; and
 - 2.2 words and expressions defined in or for the purposes of the said Section 80 shall have the same meanings in this Resolution.

SPECIAL RESOLUTION

- (3) THAT the Articles of Association of the Company be and are hereby altered by deleting the existing Article 2 and substituting therefor the following new Article 2:-
 - "2. The share capital of the Company as at 30 December 1994 is £50,000,000 divided into 50,000,000 ordinary shares of £1 each and US\$100,000,000 divided into 100,000,000 ordinary shares of US\$1 each.

Signed:
For and on behalf of
Westminer International (UK) Limited

30 December 1994

