

Number of Company: 3467317

The Companies Act 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS
(pursuant to Section 378 of the Companies Act 1985)

OF

GENEMEDIX PLC

passed

AT AN EXTRAORDINARY GENERAL MEETING of the above named Company, duly convened and held at 160 Aldersgate Street, London, EC1A 4DD on 16 day of October 2000 the subjoined **ORDINARY RESOLUTIONS** were duly passed viz:

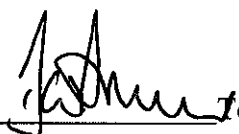
RESOLUTIONS

- 1 **THAT**, subject to the passing of resolutions numbered 2, 3 and 4 set out in the notice of EGM of which this resolution forms part, the sum of £1,782,920.20 (being part of the amount standing to the credit of the Company's share premium account) be capitalised and the directors be authorised and directed to appropriate the said sum to the holders of the ordinary shares of 1 pence each in the capital of the Company ("Ordinary Shares") registered at the close of business on the date of this resolution and to apply such sum in paying up in full at par on behalf of such holders 2 Ordinary Shares (ranking *par passu* in all respects with the existing issued Ordinary Shares of the Company) and that such Ordinary Shares be allocated and distributed credited as fully paid to and among the said holders in the proportion of 2 of the said Ordinary Shares for every 1 Ordinary Share then held and so that the Directors shall have full power to do such acts and things required to give effect to the said capitalisation, allotment and distribution.
2. **THAT** the authorised share capital of the Company be increased to £6,000,000 by the creation of an additional 500,000,000 ordinary shares of 1 pence each.
3. **THAT** the Directors be and are hereby authorised, generally and unconditionally, pursuant to Section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot to such persons at such times and on such terms as they think proper relevant securities (as defined in the said Act) up to an aggregate nominal amount of £4,000,000 provided that:



- (a) immediately following the admission of the Ordinary Shares to listing on the Official List of the UK Listing Authority and to trading on London Stock Exchange plc this authority shall be limited to one third of the then issued ordinary share capital of the Company (other than any obligation of the Company in relation to the proposed acquisition of a shareholding in Shanghai Dougxin Biotechnology Co Limited);
- (b) this authority shall expire at the earlier of the conclusion of the Annual General Meeting of the Company held in 2001 or fifteen months from the date of the passing of this resolution save that the Company may before such expiry make offers or agreements which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities in pursuance of such offers or agreements as if the authority conferred hereby had not expired; and
- (c) this authority is to replace any like authority which is hereby revoked with immediate effect.

Signature: _____



to be signed by the
Chairman, a Director or the
Secretary of the Company.