

LIONSGATE (H) INVESTMENT LIMITED (the "Company")

**WRITTEN RESOLUTION OF ALL THE MEMBERS
PURSUANT TO ARTICLE 53 OF TABLE A AS INCORPORATED
IN THE COMPANY'S ARTICLES OF ASSOCIATION**

We, the undersigned, being all the members of the Company who at the date of this Resolution would be entitled to attend and vote at General Meetings of the Company, **HEREBY PASS** the following Resolutions as Special Resolutions and agree that the said Resolution shall, for all purposes, be as valid and effective as if the same had been passed by us all at a General Meeting of the Company duly convened and held:

1. **THAT** we hereby approve the actions of the Board of Directors of the Company as stated in the written resolution of the Board of Directors dated 27 January 1998
2. **THAT** the Company should enter into a transfer document between the Company, Chaselands Limited, Chaselands (Canada Life) Limited, Mainvale Limited, Lionsgate Management Limited and Chaselands(NW) Limited whereby the Company shall acquire various properties on the terms set out in the transfer document, it being noted that part of the purchase price for such properties will be left outstanding by way of inter company loan.
3. **THAT** the Articles of Association of the Company be amended by adding the following Article as Article 11(c):-

A meeting of the Directors or of a committee of the board may consist of a conference between Directors and any alternate Directors who are not all in one place, but each of which is able (directly or by telephonic communication) to speak to each of the others, and to be heard by each of the others simultaneously. A Director or an alternate Director taking part in such a conference shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating in



the conference is assembled, or, if there is no such group, where the chairman of the meeting then is. The word meeting in these articles shall be construed accordingly.

Dated this 9 day of February 1998



Lionsgate (H) Limited
Shareholder



Christopher Patrick
Shareholder