

Company Number: 03560828

**THE COMPANIES ACT 1985**  
**(as amended by the Companies Act 1989)**

**COMPANY LIMITED BY SHARES**

**WRITTEN RESOLUTIONS**

**OF**

**THE SOLE MEMBER**

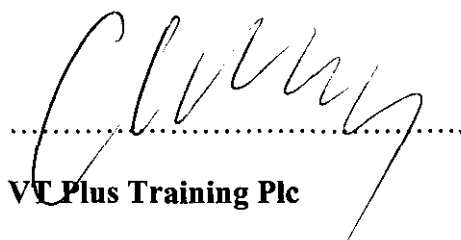
**OF**

**HCTC LIMITED (the "Company")**

**(Passed 6th March 2006)**

In accordance with section 381A Companies Act 1985 the following Written Resolutions, which would otherwise be required to be passed as an Ordinary Resolution and a Special Resolution respectively, were agreed to and were duly passed on 6th March 2006:

- 1 **THAT** the 3,205,000 Preference Shares of £1 each in the capital of the Company be and are hereby converted, consolidated and subdivided to 32,050,000 Ordinary Shares of £0.10 each in the capital of the Company, and that the rights attaching to each such Preference Share be and are hereby changed to those rights attaching to an Ordinary Share, as set out in the articles of association of the Company.
- 2 **THAT** the draft regulations attached to this resolution be and are hereby adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association.

  
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**VT Plus Training Plc**



Company Number: 03560828

The Companies Acts 1985 - 1989

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COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

of

HCTC LIMITED

as adopted by a Written Resolution dated *6th March* 2006

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**Preliminary**

1

(A) The Regulations contained or incorporated in Table A of the Companies (Tables A to F) Regulations 1985 and the Companies (Tables A to F) (Amendment) Regulations 1985 ("**Table A**"), other than Regulations 40 and 41, 73, 74, 75 to 76 inclusive, 78 to 80 inclusive, 94 and 95 shall, subject to the modifications set out below, apply to the Company and together with the regulations set out below, shall constitute the Articles of Association of the Company.

(B) In these Articles unless the context otherwise requires:

"**Act**" means the Companies Act 1985;

"**these Articles**" means these Articles of Association in their present form or as amended from time to time in accordance with the Act; and

other words and expressions which are defined in the Act or Table A have the same meanings when used in these Articles and reference to "**Regulations**" means the regulations contained in Table A.

- (C) In Regulation 1 of Table A:
- (1) the words "and in the articles adopting them" shall be inserted after the word "regulations";
  - (2) the sentence "Any reference to any statutory provision shall be deemed to include a reference to each statutory amendment, modification, re-enactment and extension of that provision in force at the relevant time" shall be added at the end of that Regulation; and
  - (3) "**execution**" includes both signature under hand and execution under seal. The Company may execute any documents required by the Regulations to be under seal in accordance with section 36A of the Act and the Regulations shall be modified accordingly.
- (D) For the purposes of these Articles and the Act, where for any purpose an ordinary resolution of the Company is required a special or extraordinary resolution shall also be effective and where an extraordinary resolution is required a special resolution shall also be effective.

### Share Capital

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- (A) The authorised share capital of the Company is £3,315,000 divided into 33,150,000 ordinary shares of £0.10 each;
- (B) For the purposes of section 80 of the Act the directors are unconditionally authorised by this Article at any time or times during the period of five years from the date that these articles of association are adopted:
- (1) to allot relevant securities of the Company (as defined in that section) up to the amount of the authorised but unissued share capital of the Company at the date of incorporation; and
  - (2) to make at any time before the expiry of the above authority any offer or agreement which would or might require relevant securities to be allotted after the expiry of that authority,
- but the authority given by this Article may, subject to the Act, be renewed, revoked or varied by the Company at any time during that period by ordinary resolution and unless so renewed, revoked or varied, that authority shall expire at the end of that period; and
- (C) All unissued shares or securities of the Company not comprising relevant securities shall be at the disposal of the directors who may allot, grant options over or otherwise dispose of them to such persons, at such times, and on such terms as they think fit.

### **General Meetings**

- 3 The following provisions of this Article apply if and so long as the Company has only a single Member:
- (A) That Member shall be entitled at any time to call a general meeting;
  - (B) The quorum at any such meeting shall be one person being the Member, or a proxy for the Member, or a duly authorised representative of a sole corporate Member; and
  - (C) If within half an hour from the time appointed for the meeting such a quorum is not present, or if during a meeting such a quorum ceases to be present, the meeting shall be dissolved and shall not be adjourned.

### **Appointment and Removal of Directors**

- 4 The Company may by ordinary resolution appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director.
- 5 The directors may also appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director.
- 6 If and so long as the Company has only a single director the minimum number of directors shall be one and a sole director shall constitute a quorum for the transaction of the business of the directors and such single director shall have and exercise all the powers, duties and discretions conferred on or vested in the directors by these Articles. Regulations 64 and 89 shall be modified accordingly in these circumstances.

### **Powers and Proceedings of Directors**

- 7 Any director or member of a committee of the directors may participate in a meeting of the directors or that committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall be deemed to constitute presence in person at that meeting.
- 8 Subject to the Act, a director may vote at a meeting of directors or of a committee of directors (and may be counted in the quorum present at any such meeting) on any resolution concerning any matter in which he has, directly or indirectly, an interest which conflicts or may conflict with the interests of the Company provided that at or prior to that meeting he complies in respect of every such matter with the disclosure provisions of section 317 of the Act. Compliance with section 317 of the Act shall be sufficient disclosure by a director for the purpose of Regulations 85 and 86.