

Company No. 03805412

The Companies Act 1985

Company Limited by Shares

Resolution

of

PHS Investments Limited

(passed on 30.3, 2001)



At an extraordinary general meeting of the company duly convened and held at Western Industrial Estate, Caerphilly, Mid Glamorgan CF83 1XH on 30.3, 2001 the following resolutions were duly passed as ordinary resolutions of the company:

Resolution

That:

- (1) the authorised share capital of the company be increased by £184,797.98 to £205,000 by the creation of an additional 18,479,798 ordinary shares of £0.01 each ranking pari passu in all respects as one class of shares with the existing ordinary shares in the capital of the company;
- (2)
 - (a) the directors be generally and unconditionally authorised, in accordance with section 80 of the Companies Act 1985, to exercise all powers of the company to allot relevant securities (as defined for the purposes of that section) up to a maximum nominal amount of £184,797.98;
 - (b) this authority shall expire on the day five years after the passing of this resolution;
 - (c) the company may, before this authority expires, make an offer or agreement which would or might require relevant securities to be allotted after it expires;
 - (d) all previous authorities under section 80 of the Companies Act 1985 shall cease to have effect; and
- (3) pursuant to article 157 of the company's articles of association, the directors be hereby authorised to capitalise the sum of £181,818.18 of the amount standing to the credit of the company's share premium account and to appropriate such sum to the holders of ordinary shares pro rata to their holdings of ordinary shares as appearing on the register of members as at today's date and to apply such sum on their behalf in paying up in full at par a total of 18,181,818 new ordinary shares of £0.01 each and to allot and issue such shares to such holders on the basis of 9 new ordinary shares for every 1 ordinary share held.

A handwritten signature, appearing to be "K. Be...", is written over a dotted line.

Chairman

2.

Valerie Wright
Valerie Hazel Wright

Kee Choy Phoon
Kee Choy Phoon

Signed by Fund Nominees Limited by:

[Signature]
Director

[Signature]
Director/Secretary

Signed by CHEF Nominees Limited by:

[Signature]
Director

[Signature]
Director/Secretary

Signed by Charterhouse General Partners (VI) Limited by:

[Signature]
Director

[Signature]
Director/Secretary

[Signature]
Robert MacKenzie

Date: