

Company Number: 04038252

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

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**COMPANY LIMITED BY SHARES**

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**SPECIAL RESOLUTIONS**

- of -

**SUNTECH MEDICAL GROUP LIMITED**

("the Company")

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Passed: 8 July 2004

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By resolution of the members of the Company at the Annual General Meeting and being dated 8 July 2004, the following resolutions were passed as Special Resolutions:

**SPECIAL RESOLUTIONS**

**Authority to Issue Shares**

That, in place of any subsisting authority previously granted to the extent that it has not been exercised, the Directors be and are generally and unconditionally authorised pursuant to and in accordance with section 80 Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities as defined in the said section provided that:

- (a) such authority shall be limited to the allotment of relevant securities up to an aggregate nominal amount of £38,650;
- (b) such authority shall expire at the sooner of the close of the next Annual General Meeting of the Company and 30 September 2005;
- (c) the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after that expiry; and
- (d) save as authorised below, the provisions of Article 6.2 of the Articles of Association of the Company ("the Articles") are complied with in respect of such allotment



and that the Directors be and are empowered and authorised for the purposes of the Act and the Articles to allot and issue for cash shares in the capital of the Company and to grant rights to subscribe in cash for such shares pursuant to the authority conferred by this Resolution as if in the following cases any provision of the Act or of the Articles requiring such shares to be offered first to members of the Company did not apply:

- (i) the allotment of shares in connection with an offer open for acceptance for a period fixed or approved by the Directors, to holders of shares on the register on a fixed record date in proportion to their then holding of such shares (but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or overseas shareholders); and
- (ii) the allotment of shares otherwise than pursuant to the preceding paragraph up to an aggregate nominal amount of £5,800.

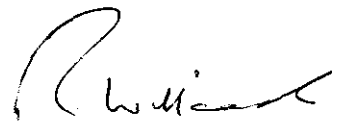
#### **Authority to Issue Shares for Share Incentive Schemes**

That, in place of any subsisting authority previously granted to the extent that it has not been exercised, the Directors be and are generally and unconditionally authorised pursuant to and in accordance with section 80 Companies Act 1985 ("the Act") and for the purposes of the Articles of Association of the Company ("the Articles") to exercise all the powers of the Company to allot and issue for cash shares in the capital of the Company and to grant rights to subscribe in cash for such shares provided that:

- (a) such authority shall be limited to the allotment and issue of shares and the grant of rights to subscribe for shares for the purposes of or pursuant to an employees' share scheme (as defined in the Act) or otherwise to such one or more director(s) or employee(s) of the Company or any subsidiary of the Company as the Directors consider appropriate in order to provide incentives or to enable or facilitate any such director(s) or employee(s) to hold or acquire shares in the Company ("Incentive Arrangements") Provided That the aggregate nominal amount of shares allotted or the subject of rights to subscribe granted pursuant to this authority shall not exceed that number which, when added to the number of shares which at the time of the proposed allotment or grant have previously been allotted or are then the subject of subsisting rights to subscribe pursuant to any Incentive Arrangement, equals 20% of the total share capital of the Company which at that time is in issue or the subject of any rights to subscribe or convert (whether or not immediately exercisable or conditional) which are then subsisting;
- (b) such authority shall expire on 30 September 2007; and
- (c) save pursuant to the authority conferred by this Resolution, the Directors shall not allot or issue or grant any rights to subscribe for shares in the capital of the Company pursuant to or for the purposes of any Incentive Arrangement

and that the Directors be and are empowered and authorised for the purposes of the Act and the Articles to allot and issue for cash shares in the capital of the Company and grant rights to subscribe for shares in the capital of the Company for cash pursuant to the authority conferred by this Resolution as if any provision of the Act or of the Articles requiring such shares or rights to be offered first to members of the Company did not apply.

The Company may before expiry of the authorities and powers hereby conferred make an offer or agreement which would or might require shares to be allotted and issued after that expiry.

  
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Director/Secretary