

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 RESOLUTION**

- of -

**SUNTECH MEDICAL GROUP LIMITED**

("the Company")

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Passed: 12 July 2005

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By resolution of the members of the Company at the Annual General Meeting and being dated 12 July 2005, the following resolution was passed as a Special Resolution:

**SPECIAL RESOLUTION**

**Authority to Issue Shares**

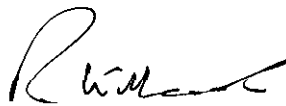
That, in place of any subsisting authority previously granted to the extent that it has not been exercised, the Directors be and are generally and unconditionally authorised pursuant to and in accordance with section 80 Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot 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 2006;
- (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.



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~~Director~~/Secretary