

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

TEACHENGLAND LIMITED  
(the "Company")

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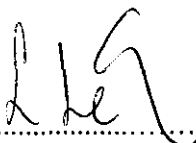
PASSED ON 5<sup>th</sup> September 2002

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Pursuant to section 381A of the Companies Act 1985 (as amended) the undersigned being the sole member of the Company entitled to attend and vote at general meetings of the Company hereby makes the following resolutions as Elective Resolutions

ELECTIVE RESOLUTIONS

- 1 THAT, pursuant to Section 252 of the Companies Act 1985 (as amended), the Company hereby elects to dispense with the laying of accounts and reports before the Company in general meeting.
- 2 THAT, pursuant to Section 366A of the Companies Act 1985 (as amended), the Company hereby elects to dispense with the holding of an annual general meeting.
- 3 THAT, pursuant to Section 386 of the Companies Act 1985 (as amended), the Company hereby elects to dispense with the obligation to appoint auditors annually.



for and on behalf of  
NQH Limited

05/09/2002

