

SUN CP PROPERTIES LIMITED (the "Company")

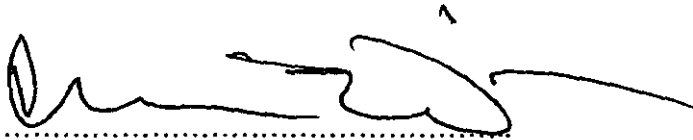
Registered No: 4467230

**WRITTEN RESOLUTION OF THE MEMBERS OF THE COMPANY
IN LIEU OF A GENERAL MEETING PASSED PURSUANT
TO REGULATION 53 OF TABLE A WHICH FORMS PART OF
THE COMPANY'S ARTICLES OF ASSOCIATION**

We, the undersigned, being all the Members of the Company entitled to attend and vote at a general meeting of the Company hereby **RESOLVE:-**

THAT the Articles of Association of the Company be and are hereby amended to insert the following as a new Article 6A:

"6A Notwithstanding anything contained in these Articles, the directors shall not decline to register any transfer of shares, nor may they suspend registration thereof where such transfer is executed by any bank or institution to whom such shares have been charged by way of security, or by any nominee of such a bank or institution, pursuant to the power of sale under such security, and a certificate by any official of such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts."



Sun CP Midco Limited

12/5/06

Date

