

**MALL NOMINEE ONE LIMITED**

(the *Company*)

**WRITTEN MEMBER'S RESOLUTION**

In accordance with section 381A of the Companies Act 1985, **WE**, the sole member of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **DECLARE** that the following resolution shall have effect as if passed by the Company in general meeting as a special resolution and accordingly **WE RESOLVE**:

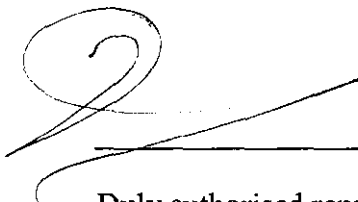
THAT a new clause 12.1 of the Articles of Association of the Company in the following form be approved and adopted as follows:

12.1 Notwithstanding anything otherwise provided in these articles (whether by way of or in relation to pre-emption rights, restrictions on, or conditions applicable to, share transfers, or otherwise), the directors shall not decline to register any transfer of shares nor suspend registration thereof:

- (a) where such transfer is in favour of a bank or any nominee of a bank and the transfer is as contemplated by, or pursuant to, any mortgage or charge of shares or any call or other share option granted in favour of the bank; or
- (b) where such transfer is by or on behalf of a bank or any nominee of a bank in favour of any third party upon disposal or realisation of shares following the bank having become entitled to exercise or enforce its rights under any such mortgage, charge and/or call or other option

and a certificate by any officer of the bank that the relevant transfer is within paragraph (a) and (b) above shall be conclusive evidence of that fact.

Signed:



15 March 2005

Duly authorised representative of  
**The Mall (General Partner) Limited**

Date

