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COE STONE Ltd

A Private Company Limited by Shares

The Companies Act 1985 and 1989



Pursuant to regulation 533 of table A in the schedule to the companies (tables A to F) regulations 1985 as amended by the companies (tables A to F) (amendment) regulation 1985, we, the undersigned, being all the members of the above company for the time being entitled to receive notice of, attend and vote at general meetings, hereby unanimously pass the following resolution and agree that the said resolution shall for all purposes be as valid and effective as if the same had been passed at a general meeting of the company duly convened and held.

SPECIAL RESOLUTION

That the 1 ordinary share in issue together with 3999 of the unissued shares comprising part of the authorised but unissued share capital of the Company be reclassified as 'A' ordinary shares; that the other 1 ordinary share in issue together with 1999 of the unissued shares be reclassified as 'B' ordinary shares that a further 2000 of the unissued shares be reclassified as 'C' ordinary shares and the remaining 2000 unissued shares be reclassified as 'D' ordinary shares to which shall be attached the following rights, privileges and restrictions:

As to Voting

- a) The 'A' ordinary shares shall carry the right to be notified of and attend and vote either in person or be proxy at all the meetings of the company but no such rights shall in any circumstances attach to the 'B' 'C' or 'D' ordinary shares.

As to Income

- b) All four classes or ordinary shares shall carry the right to the receipt of such dividends payable on such class or classes of shares, in such amounts, at such frequency, at such times as, on the recommendation of the Directors, the company shall, subject to the provisions of the Companies Act 1985 and 1989 by Ordinary resolution in general meeting prescribe. Such Ordinary Resolution shall direct that such dividend be paid either in respect of one class of shares to the exclusion of the other class or classes or in respect of all four classes of shares. Where a dividend is declared in respect of one or more classes of shares the Company may, by Ordinary Resolution, differentiate between the classes to the amount or percentage of dividend payable, but in default the shares in each such class shall be deemed to rank pari passu, in all respects as if they constituted one class of shares. Provided always that no dividend shall be declared to any class of shares where Directors recommend that no dividend should be declared nor shall any dividend be declared to any class which exceeds the amount recommended by the directors in respect of the class. When paying interim dividends the Directors may make payments to one class of shares to the exclusion of the other class or classes of shares. When making such payments the Directors may differentiate between the classes as to the amount or percentage of dividend payable. Regulations 102 and 103 of Table A should be read and construed accordingly.

As to Repayment

- c) In the event of a liquidation or winding up after the company has discharged all its debts, obligations and liabilities all four classes of fully paid ordinary shares shall carry an equal right to repayment at the par value but only the 'A' ordinary share should carry the right to participate in the distribution of any surplus.

Dated: 6th day April 2003

Signed:

A handwritten signature in cursive script, appearing to read "R. Chubb".

Being all the members for the time being the Company entitled to receive notice of and attend and vote either in person or by proxy at the meetings of the Company.