

SOUND GROWTH LIMITED
THE COMPANIES ACT 1985

Copy resolutions of the type and in the terms specified below as passed by the members of the Company named above at their Extraordinary General Meeting duly convened and held at Steam Packet House, 76 Cross Street, Manchester, M2 4JU on 8th day of December 2003.

ORDINARY RESOLUTIONS

1. **THAT** conditional on the offer for subscription for 53,000,000 Ordinary Shares of 0.005 pence each in the capital of the Company being subscribed in full (the "Condition") with the recommendation of the Directors the sum of £206,000 being part of the share premium account of the Company, be capitalised and appropriated as capital to and among the holders of the Ordinary Shares of 0.005 pence each in the capital of the Company as appearing in the register of members as at the date of satisfaction of the Condition and that the Directors be authorised and directed to apply such sum in paying up in full 40 Ordinary Shares of 0.005 pence each in the capital of the Company for every one share held by such persons respectively (the "Bonus Issue").
2. **THAT** conditional on the Bonus Issue every 100 existing Ordinary Shares of 0.005 pence each in the authorised and issued share capital of the Company be consolidated into 1 Ordinary Share of 0.5 pence each.



Company Secretary

Dated: 8th December 2003

