

COMPANY NUMBER 05311191

**THE COMPANIES ACT 2006
COMPANY LIMITED BY SHARES
RESOLUTIONS**

of

PRESSFIT HOLDINGS PLC

PASSED THIS 3rd DAY OF JUNE 2014

At an Extraordinary General Meeting of the members of the above named company, duly convened and held in Room 1502, 15/F, Nan Dao commercial Building, 359-361 Queen's Road Central, Hong Kong on 3 day of June 2014 the following Resolutions were duly passed

RESOLUTION 1 (ORDINARY)

- to allot shares

"THAT in place of all existing authorities (save to the extent relied upon prior to the passing of this Resolution) the Directors be generally and unconditionally authorised pursuant to section 551 of the Companies Act to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum nominal amount of £80,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) at the end of the first annual general meeting of the Company which is held after 31 December 2014, save that the Company may before expiry of this authority make an offer or agreement which would or might require shares to be allotted, or rights to subscribe for or to convert any security into shares to be granted, after expiry of this authority and the Directors may allot shares, or grant rights to subscribe for or convert any security into shares, in pursuance of that offer or agreement as if this authority had not expired "

RESOLUTION 2 (SPECIAL)

to disapply statutory pre-emption provisions

"THAT subject to the passing of Resolution 1 above and in place of all existing powers the directors be empowered pursuant to section 570 of the Companies

TUESDAY



A3D4J189

A22

29/07/2014

#186

COMPANIES HOUSE

Act 2006 to allot equity securities (within the meaning of section 560 of the Companies Act 2006) for cash pursuant to the authority granted by Resolution 2 above as if section 561 of the Companies Act 2006 did not apply to any such allotment

This power shall expire at the conclusion of the first annual general meeting of the Company which is held after 31 December 2014, but the Company may before the expiry of this power make an offer or agreement which would or might require equity securities to be allotted after expiry of this power and the directors may allot equity securities in pursuance of that offer or agreement as if this power had not expired

This power also applies in relation to a sale of treasury shares which is an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 as if in the first paragraph of this Resolution the words "subject to the passing of Resolution 1 above" and "pursuant to the authority conferred by Resolution 1 above" were omitted

RESOLUTION 3 (ORDINARY)

- cancellation of employee share option scheme

"THAT to the extent it is not already, the employee share option scheme adopted by the Company on or about 12 July 2005 (the "Share Option Scheme") is terminated and cancelled and the Directors are authorised to take all actions as they may consider necessary or desirable in order to give effect to the termination and cancellation of the Share Option Scheme

RESOLUTION 4 (SPECIAL)

- ratification of acts of the directors (special)

"THAT pursuant to section 239 of the Companies Act 2006, all acts of the directors of the Company taken in respect of the allotment and issue of shares in the Company be, and are hereby, approved and confirmed to the extent permitted by law

RESOLUTION 5 (SPECIAL)

- ratification of any off-market purchase

"THAT

- (a) any off-market purchase by the Company of its own shares prior to the date of this resolution ("Off-market Purchase"),
and

(b) any subsequent resale of those shares by the Company,

is approved and confirmed and that pursuant to section 239 of the Companies Act 2006 all acts or omissions of the directors of the Company in respect of any such Off-market Purchase or the resale of those shares be and are hereby approved and confirmed to be the extent permitted by law

RESOLUTION 6 (ORDINARY)

- appointment of auditor

"THAT the appointment by the directors, in order to fill a casual vacancy in the office of auditor, of Jeffreys Henry LLP as auditor of the Company until the end of the next annual general meeting of the Company be approved and confirmed "

A handwritten signature in black ink, appearing to be 'H. Chiu', written in a cursive style.

Henry Chiu Yung Kit

CHAIRMAN