

Company Number: 05448599

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
WRITTEN RESOLUTIONS
OF
CHINA SHOTO LIMITED

We, the undersigned, being all the members of the Company entitled to attend and vote at a general meeting of the Company, hereby agree in accordance with section 381A of the Companies Act 1985 to the following resolutions in writing, which would otherwise be required to be passed as ordinary and special resolutions -

- 1 That the authorised share capital of the Company be increased by £9,999,000 to £10,000,000 by the creation of 9,999,000 new Ordinary Shares of £1.00 each
- 2 That each of the existing issued and authorised but unissued Ordinary Shares of £1 each in the capital of the Company be and they are hereby subdivided into Ordinary Shares of 10 pence each.
- 3 That for the purposes of Section 80 of the Companies Act 1985 ('the Act') the Directors be and they are generally and unconditionally authorised to exercise all the powers of the Company to allot, grant options over, offer or otherwise deal with or dispose of any relevant securities (as defined in Section 80(2) of the Act) in the capital of the Company, conditional upon Admission and in substitution of all previous authorities up to a maximum nominal value of £3,410,000 to such persons and at such times and on such terms as the Directors think proper, such authority to expire on the day falling 15 months after the date of the passing of this resolution or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2006 unless and to the extent that such authority is renewed or extended prior to such date, provided that the Company may make an offer or agreement before the expiry of this

authority which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired.

- 4 That the Directors be and are authorised to take all such actions as they consider necessary, desirable or expedient to -
 - (a) establish and implement the China Shoto plc Unapproved Share Option Scheme 2005 (**'the Scheme'**), to be constituted by the draft rules produced to the meeting and, for the purposes of identification, initialled by the Chairman subject to such modifications as the directors may consider necessary or desirable to take account of applicable statutory or regulatory requirements or prevailing practice; and
 - (b) establish and implement further schemes based on the Scheme but modified to take account of local tax, exchange controls or securities laws in overseas territories provided that any shares made available under such further schemes are treated as counting against any limits on individual or overall participation under the Scheme.
- 5 That the acquisition by the Company of the entire issued share capital of Leadstar Enterprises Limited on the terms and conditions of the share exchange agreement dated 30 November 2005 (**'the Share Exchange Agreement'**) (a copy of which has been signed by the Chairman of the meeting for the purposes of identification) be approved for the purposes of section 320 of the Act and the Directors be authorised to execute and complete the Share Exchange Agreement in accordance with its terms subject to such modifications thereto as the Directors may consider expedient or appropriate
- 6 That, subject to passing of resolution 3 above, the Directors are empowered, subject to and conditional on Admission, in substitution for all previous authorities and pursuant to Section 95 of the Act to allot, grant options over, offer or otherwise deal with or dispose of equity securities (as defined in Section 94(2) of the Act) for cash as if Section 89(1) of the Act did not apply to any such allotment, grant of options, offer,

dealing or disposal provided that this power shall be limited to the allotment of equity securities as follows -

- (a) the issue and allotment of 15,384,615 Ordinary Shares to Wit Invest Limited and Two Stars Invest Limited pursuant to the Share Exchange Agreement and the issue of 4,615,385 Ordinary Shares pursuant to the proposed Placing by the Company;
- (b) the issue and allotment of 200,000 Ordinary Shares to Seymour Pierce Limited pursuant to an option agreement to be entered into between the Company and Seymour Pierce Limited;
- (c) the issue and allotment of 120,000 Ordinary Shares to FT International Corporate Advisory Limited pursuant to the terms of an option agreement to be entered into between the Company and FT International Corporate Advisory Limited;
- (d) the issue and allotment of Ordinary Shares pursuant to the China Shoto plc 2005 Unapproved Share Option Scheme;
- (e) the allotment of equity securities otherwise than pursuant to sub-paragraphs (a) to (d) above in connection with any issue by way of rights or other offering where the number of equity securities to be allotted to holders of Ordinary Shares of the Company on a fixed record date is proportionate (as nearly as may be) to the number of Ordinary Shares then held by such shareholders, subject to such exclusions or other arrangements as the Directors may deem necessary or expedient to deal with legal or practical problems under the laws of, or the requirements of, any regulatory or stock exchange authority in any jurisdiction or in relation to fractional entitlements; and
- (f) otherwise than pursuant to sub-paragraphs (a) to (e) above, up to an aggregate nominal amount of £723,200,

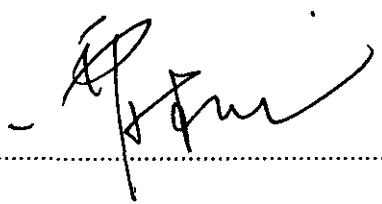
provided that this power shall, unless it is (prior to its expiry) duly revoked or varied or renewed by the Company in general meeting, expire on the day falling 15 months

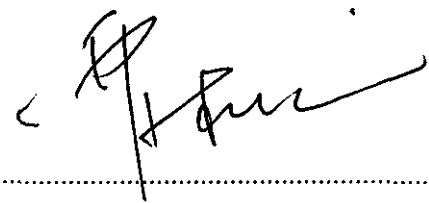
after the date of the passing of this resolution of, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2006, save that the Company may make an offer or agreement before the expiry of this power which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities pursuant to such an offer or agreement.

7 That subject to the approval of the Registrar of Companies –

- (a) the Company be re-registered as a public company;
- (b) the name of the Company be changed to “China Shoto PLC”;
- (c) the memorandum of association of the Company contained in the attached document for the purposes of identification signed by the chairman of the Company be adopted; and
- (d) the regulations contained in the attached document for the purposes of identification signed by the chairman of the Company be adopted as the articles of association of the Company in substitution for and to the exclusion of all the existing articles of association of the Company.

Dated: 30 November 2005

Signed: 
Director
for **Wit Invest Limited**

Signed: 
Director
for **Two Stars Invest Limited**