

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

SATURDAY



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14/05/2011

COMPANIES HOUSE

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(Passed on 26 April 2011)

At an annual general meeting of China Shoto Plc (the “Company”), duly convened and held at 8th Floor, 131 Finsbury Pavement, London, EC2A 1NT on Tuesday 26 April 2011 the following resolutions were duly passed by the Company -

ORDINARY RESOLUTIONS

- 6 That for the purposes of Section 551 of the Companies Act 2006 (the “Act”) the Directors be and they are generally and unconditionally authorised to exercise all the powers of the Company to allot shares, grant rights to subscribe for or to convert any securities into shares in the Company, in substitution of all previous authorities conferred on the Directors in accordance with Section 80 of the Companies Act 1985 or Section 551 of the Act up to a maximum nominal value of £500,000 to such persons and at such times and on such terms as the Directors think proper, provided that this authority shall 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 2012 unless and to the extent that such authority is renewed or extended prior to such date, save that the Company may make an offer or agreement before the expiry of this authority which would or might require shares to be allotted after such expiry and the Directors may allot shares pursuant to such an offer or agreement as if the authority conferred hereby had not expired
- 7 That, conditional on the passing of resolution 9, the Company be and is hereby generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of Ordinary Shares in accordance with article 6(c) of the Company’s Articles of Association and section 701 of the Act, following

the completion of the Tender Offer made by Seymour Pierce for Ordinary Shares on the terms set out or referred to in the Circular to Shareholders of the Company dated 30 March 2011 accompanying this notice of Annual General Meeting at which amongst other business this resolution is to be undertaken provided that

- (a) the maximum number of Ordinary Shares hereby authorised to be acquired is 7,959,155 Ordinary Shares,
- (b) the price to be paid for each Ordinary Share is 380 pence being both the maximum and minimum price, and
- (c) unless previously renewed, revoked or varied, this authority shall expire on 25 April 2016, save that the Company may before such expiry enter into a contract to purchase Ordinary Shares which will or may be completed or executed wholly or partly after such expiry and the Company may make a purchase of shares after such expiry

SPECIAL RESOLUTIONS

- 8 That, subject to the passing of resolution 6 above, the Directors are empowered, in substitution for all existing authorities and pursuant to Sections 570 and 573 of the Act to allot shares, grant rights to subscribe for or to convert any securities into shares in the Company for cash as if Section 561(1) of the Act did not apply to any such allotment of shares, grant rights to subscribe for or to convert any securities into shares in the Company provided that this power shall be limited to the allotment of equity securities as follows

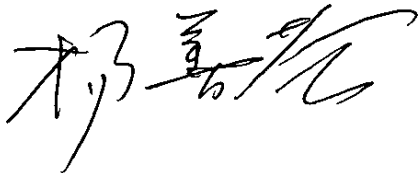
- (a) the allotment of equity securities in connection with any issue by way of rights issue or other offering where the number of equity securities to be allotted to holders of ordinary shares of the Company on a fixed record date is proportionate (as nearly as may be) to the number of Ordinary Shares 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

- (b) otherwise than pursuant to sub-paragraph (a) above, up to a maximum nominal value of £500,000,

provided that this power shall 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 2012, 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

- 9 That the cancellation of the admission of the Company's Ordinary Shares to trading on the AIM Market of the London Stock Exchange proposed to be effected by a dealing notice be and is hereby approved



Yang Shanji
Chairman



Zhou Weigang
Executive Director