

Company No. 05448599

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

CHINA SHOTO PLC

(Passed on 22 May 2008)

At an Annual General Meeting of the above-named Company, duly convened and held at 20 Old Bailey, London, EC4M 7EN on Thursday 22 May 2008 the following Resolution was duly passed as a Special Resolution of the Company -

SPECIAL RESOLUTION

Special Business

That, subject to passing of resolution 9 below as an ordinary resolution, the Directors are empowered, 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 allotment of equity securities 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

THURSDAY



- (b) otherwise than pursuant to sub-paragraph (a) above, up to 5 million shares, an aggregate nominal value of £500,000

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 or, if earlier, at the conclusion of the Annual General Meeting of the Company to be held in 2009, 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.

Resolution 9 (referred to in the special resolution above)

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, in substitution of all previous authorities up to a maximum amount of 5 million shares, nominal value of £500,000 to such persons and at such times and on such terms as the Directors think proper, such authority to expire on the date 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 2009 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.



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Chairman

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