

Company Number: 05614046

THE COMPANIES ACT 1985 TO 2006
A PUBLIC COMPANY LIMITED BY SHARES
RESOLUTIONS PASSED AT A
GENERAL MEETING OF
ORA CAPITAL PARTNERS PLC

At the General Meeting of ORA Capital Partners plc (the "**Company**") duly convened and held in accordance with the Company's Articles of Association at the offices of Fasken Martineau LLP at 17 Hanover Square, London, W1S 1HU on 19 February 2009 at 10:10 am the following resolutions were duly passed as special resolutions:

SPECIAL RESOLUTIONS

- 1 That, the Scheme of Arrangement dated 27 January 2009, between the Company and the holders of the Company's ordinary shares, in its original form or with or subject to any modification, addition or condition approved or imposed by the Court (the "**Scheme**") be approved and the directors of the Company be authorised to take all such action as they may consider necessary or appropriate for carrying the Scheme into effect.
- 2 For the purpose of giving effect to the Scheme, the capital of the Company be reduced by cancelling and extinguishing all the ordinary shares of 1 penny each in the capital of the Company subject to Scheme ("the **Scheme Shares**")
- 3 Forthwith and contingently upon the said reduction of capital taking effect:
 - (a) the authorised share capital of the Company be increased to its former amount by the creation of new ordinary shares of 1 penny each ("the **New Ordinary Shares**") as is equal to the number of Scheme Shares cancelled pursuant to Resolution 2 above; and
 - (b) the Company shall apply the credit arising in its books of account as a result of such reduction of capital effected pursuant to Resolution 2 above in paying up, in full at par, the new shares created pursuant to Resolution 3(a) above and shall allot and issue the same, credited as fully paid, to ORA Capital Partners Limited and/or ORA Capital Partners Limited's nominee or nominees.



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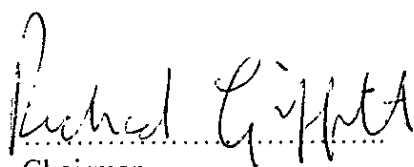
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- 4 The directors of the Company be and they are hereby generally and unconditionally authorised, for the purposes of section 80 of the Companies Act 1985, to allot the New ORA Shares referred to in Resolution 3(a) above provided that (i) the maximum number of shares which may be allotted hereunder is the number (not exceeding 100,000,000) necessary to effect such allotments, (ii) this authority shall expire on 31 December 2009 and (iii) this authority shall be in addition to any subsisting authority conferred on the directors of the Company pursuant to the said section 80.
- 5 That the Company be re-registered as a private company under the Companies Act 1985 by the name of ORA Capital Limited
- 6 That the memorandum of association of the Company be amended by the deletion of clause 1 and the substitution therefor of the following:

"1. The name of the Company is ORA Capital Limited."
- 7 THAT, pursuant to Rule 41 of the AIM Rules for Companies, the admission to trading on AIM (a market operated by London Stock Exchange plc) of all the issued shares of the ordinary shares of 1p each in the capital of the Company be cancelled with effect from the date that the Scheme becomes effective and that application be made and all other necessary steps be taken in order to effect such cancellation.


Chairman

Dated: 19 February 2009