

Company No 5661425

The Companies Act 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

BAKKAHOR CHINA LIMITED

Passed 12th November 2007

In accordance with the Company's articles of association and section 381A of and Schedule 15A to the Companies Act 1985, we, the undersigned, being the all the members of the Company for the time being entitled to receive notice of and attend and vote at a general meeting of the Company, **HEREBY RESOLVE** that the following resolutions be passed as resolutions of the Company and shall be as valid and effective as if they had been passed at an extraordinary general meeting of the Company duly convened and held -

AS ORDINARY RESOLUTIONS

- 1 That the authorised share capital of the Company be increased from £1,000 to £2,000 by the creation of 1,000 new ordinary shares of £1 00 each
2. That, pursuant to the provisions of Section 80 of the Companies Act 1985, the Directors are generally and unconditionally authorised to exercise all the powers of the Company to allot relevant securities as defined by such Section provided that:-
 - 2.1 the maximum nominal amount of such securities which may be allotted under this authority (within the meaning of that Section) is £1,000, and
 - 2.2 this authority shall, unless it is (prior to its expiry) duly revoked or varied or is renewed, expire on the fifth anniversary of the date of this written resolution save that the Company may, before such expiry, make an offer or agreement which will or may require relevant securities to be allotted after such expiry



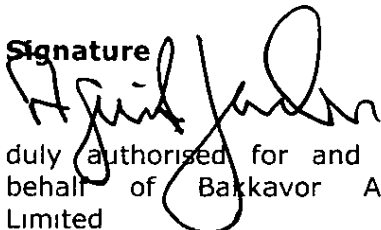
AS A SPECIAL RESOLUTION

- 3 That by virtue of section 95(1) of the Companies Act 1985, Section 89(1) of that Act shall not apply to the allotment of shares pursuant to the authority conferred by resolution 2 above Any other rights of pre-emption whether pursuant to the Company's Articles of Association or otherwise shall not apply to the allotment of shares referred to at resolution 2 above

Name of Shareholder

Bakkavor Asia Limited

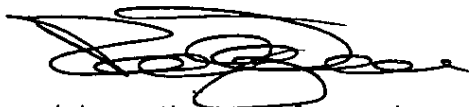
Signature


duly authorised for and on
behalf of Bakkavor Asia
Limited

Date

12.11.2007.

Glitnir Bank hf


duly authorised for and on
behalf of Glitnir Bank hf

12.11.2007