

5842381

FOUR SEASONS (H2) LIMITED
(the "Company")

Written Resolutions of the Company

Special Resolutions

Attached to these written special resolutions is a copy of the minutes of a meeting of the Board of Directors of the Company (the "**Directors' Resolutions**").

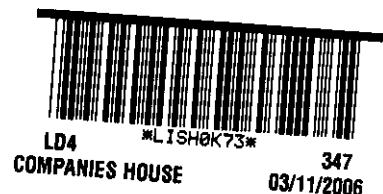
Terms defined in the Directors' Resolutions have the same meanings in these written special resolutions.

We, the undersigned, being all the members, or, as indicated below, the sole member, of the Company, **RESOLVE**, in accordance with section 381A of the Companies Act, to pass the following as special resolutions:

1. THAT, subject to compliance with sections 155 to 158 of the Companies Act, the giving by the Company of financial assistance for the purposes of the Transactions, in the form described in each Statutory Declaration sworn by the Directors pursuant to section 155(6) of the Companies Act on the date of these written special resolutions, be approved.
2. THAT, subject to compliance with sections 155 to 158 of the Companies Act, execution and delivery of, accession to, or (as the case may be) the removal of the Financial Assistance Limitation under, and performance by the Company of, the Financial Assistance Documents (and the transactions contemplated by such documents (as more particularly described in each Statutory Declaration)) are in the best interests of, and for the benefit of, the Company and are hereby approved.
3. THAT, subject to compliance with sections 155 to 158 of the Companies Act, the giving by each Company's Subsidiary (if any) of financial assistance for the purpose of the Transactions be approved.
4. THAT, subject to compliance with sections 155 to 158 of the Companies Act, execution and delivery of, accession to, or (as the case may be) the removal of the Financial Assistance Limitation under, and performance by each Company Subsidiary (if any) of, each of the documents set out in the Annexure to which such Company's Subsidiary is a party (and the transactions contemplated by such documents (as more particularly described in each relevant statutory declaration of that Company's Subsidiary)) are in the best interests of, and for the benefit of, each Company's Subsidiary (if any) and are hereby approved.
5. THAT, the Company's Articles of Association be amended by the insertion of the following new article immediately after what is currently the last article in the Company's Articles of Association and that such new article be enumerated accordingly and entitled "No Restrictions on Transfers":

"Notwithstanding any other provision of these Articles:

- (a) the directors of the Company shall not decline to register any transfer of shares, nor may they suspend registration thereof, where:



- (i) such transfer is executed by any bank or institution in favour of which such shares have been mortgaged or charged by way of security, or by a nominee, receiver or agent of such bank or institution (a "Secured Institution"); or
- (ii) such transfer is executed by a Secured Institution pursuant to the power of sale under such security and a certificate by an official of such Secured Institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts; or
- (iii) the shares are delivered to the Company for registration by a Secured Institution in order to perfect its security over those shares,

and the directors of the Company shall immediately register any such transfer of shares upon receipt; and

- (b) any provisions in these Articles constituting pre-emption or similar rights or imposing any restriction on the transfer of, or requiring the consent of any person for the transfer of, any share in the Company shall not apply in relation to any transfer of a share in the Company in any of the circumstances referred to in paragraphs (a)(i), (ii) or (iii) above."

6. THAT, the Company's Memorandum of Association be amended by the insertion of the following additional object as the last object of the Company so that such object shall be a separate and distinct object of the Company and shall not in any way be limited by reference to any other object of the Company or any other provision of the Company's Memorandum of Association and that such new object be enumerated accordingly:

"To guarantee or secure the payment of money in such manner and upon such terms as the Company may think fit with or without consideration, corporate benefit or advantage to or for the Company and accordingly to enter into any security agreement, guarantee, contract of indemnity or counter-indemnity or suretyship whether by personal covenant or otherwise upon any terms and in particular but without limiting the generality of the foregoing to secure or guarantee in any manner and upon any terms the payment of any money secured by or payable under or in respect of any shares, debentures, charges, contracts or securities or obligations of any kind of any person, authority or company, British or foreign, including in particular but without limiting the generality of the foregoing, any company which is, (within the meaning of Section 736 of the Companies Act 1985 or any statutory re-enactment or modification thereof) in relation to the Company a subsidiary or a holding company or a subsidiary of any such holding company and for any such purposes to mortgage or charge the undertaking and all or any part of the property, assets and rights of the Company both present and future, including uncalled capital, and to create and issue redeemable debentures or debenture stock, bonds or other obligations."

Signed: 

For and on behalf of

FOUR SEASONS GROUP HOLDINGS LIMITED

Date: 19 October 2006