

**THE COMPANIES ACTS  
COMPANY LIMITED BY SHARES**

**H. D. HARDIE & COMPANY LIMITED**

NO. SC029721

The undernoted resolutions were duly passed as Elective Resolutions of the above named company by Written Resolution of the sole member of the Company on ~~28<sup>TH</sup> OCTOBER~~ 1997, viz.:-

**ELECTIVE RESOLUTION**

"That, in accordance with Section 366A of the Companies Act 1985 (as inserted by Section 115(2) of the Companies Act 1989) and with immediate effect, the Company does hereby dispense with the holding of Annual General Meetings."

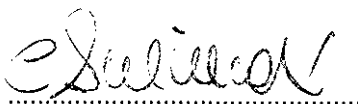
**ELECTIVE RESOLUTION**

"That, in accordance with Section 252 of the Companies Act 1985 (as inserted by Section 16 of the Companies Act 1989) and with immediate effect, the Company does hereby dispense with the laying of accounts and reports before the Company in general meeting."

**ELECTIVE RESOLUTION**

"That, in accordance with Section 386 of the Companies Act 1985 (as inserted by Section 119 of the Companies Act 1989) and with immediate effect, the Company does hereby dispense with the obligation to appoint auditors annually."

Certified a true copy.



Director



