

RESOLUTION IN WRITING

of the Members of

REID SCOTT FINANCIAL SERVICES LIMITED

(Registered No. 127074)

By Resolution in writing of the above Company dated 15th December 1992 it was RESOLVED:-

RESOLUTION 1

That, in accordance with Section 379A of the Companies Act 1985, an Elective Resolution of the Company be passed in terms of Section 366A of the Companies Act 1985 so that the Company dispenses with the holding of Annual General Meetings of the Company for this and subsequent years.

RESOLUTION 2

That, in accordance with Section 379A of the Companies Act 1985, an Elective Resolution of the Company be passed in terms of Section 252 of the Companies Act 1985 so that the Company dispenses with the laying of accounts and reports before the Company in general meeting for this and subsequent years.

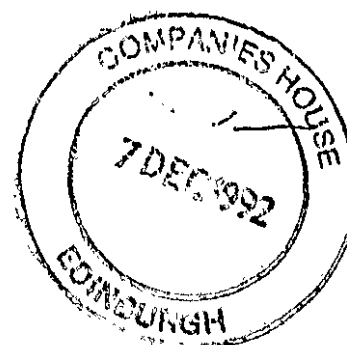
RESOLUTION 3

That, in accordance with Section 379A of the Companies Act 1985, an Elective Resolution of the Company be passed in terms of Section 386 of the Companies Act 1985 so that the Company dispenses with the obligation to appoint auditors annually.

RESOLUTION 4

That, in accordance with Section 379A of the Companies Act 1985, an Elective Resolution of the Company be passed in terms of Sections 369(4) and 378(3) of the Companies Act 1985 so that the majority required to sanction short notice of a General Meeting of the Company be reduced from 95 per cent to 90 per cent.

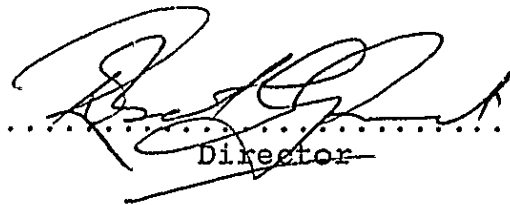
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RESOLUTION 5

That, in accordance with Section 379A of the Companies Act 1985, an Elective Resolution of the Company be passed in terms of Section 80A of the Companies Act 1985 so that:-

- (a) Section 80A shall apply to the Company in place of Section 80(4) and (5);
- (b) the Directors be and are hereby given a general and unconditional power to allot such of the relevant securities of the Company as have not been allotted on the date hereof; and
- (c) such authority shall continue indefinitely.

  
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Director