

COMPANIES ACT 1985

PUBLIC COMPANY LIMITED BY SHARES

RESOLUTION

OF

MARTIN CURRIE CAPITAL RETURN TRUST plc

(the "Company")

(Registered No. SC179412)

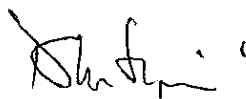
Passed on 9 August 2005

At a separate general meeting of the 'B' shareholders of the Company duly convened and held at 80 George Street, Edinburgh, EH2 3BU, the following Resolution was passed as an Extraordinary Resolution of the Company.

EXTRAORDINARY RESOLUTION:

THAT the 'B' Shareholders hereby sanction and consent to:

- (a) the passing and carrying into effect of the resolutions of the Company set out in the Notice of Extraordinary General Meeting contained in the Company's circular to its shareholders dated 15 July 2005 (the "Circular") convened for 9 August 2005;
- (b) the implementation in all other respects of the Proposals (as defined in the Circular); and
- (c) any variation or abrogation and/or deemed variation of the rights attached to the 'B' Shares which will or may result from the passing and carrying into effect of such resolutions and/or the implementation of the Proposals.



Chairman
Martin Currie Capital Return Trust plc

