

SPECIAL RESOLUTIONS

of

HOMELINK TECHNOLOGIES LIMITED

Company No. 201025

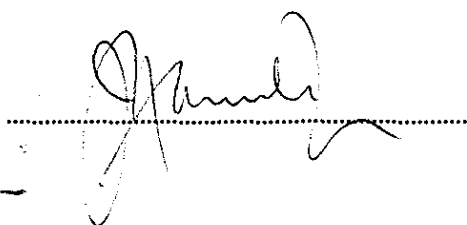
PASSED 27/07/2001

I / We, the undersigned, being one of the twelve members of HOMELINK TECHNOLOGIES LIMITED ("the Company") entitled to receive notice of and to attend and vote at General Meetings of the Company in accordance with Section 381A of the Companies Act 1985 do hereby declare the following Resolutions to have been passed as Special Resolutions (on the date on which all of the members entitled to vote on the resolutions have signed identical resolutions) as if passed at a General Meeting of the Company duly convened and held:

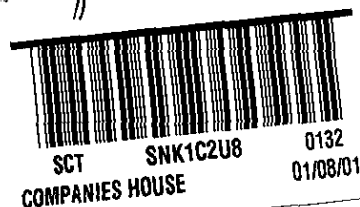
SPECIAL RESOLUTIONS

- 1 The buy back of 9,971 Ordinary Shares of £1 each fully paid by the Company from Noble Group Limited, the terms of which are set out in the attached memorandum, be and is hereby approved in all respects.
- 2 That all rights of pre-emption on transfers competent to the members of the Company by way of statute, the Articles of Association or otherwise be and are hereby irrevocably waived in respect of the following transfers of Ordinary Shares of £1 each fully paid:

Transferor	Transferee	Shares
Noble Group Limited	Homelink Technologies Limited	9,971
Noble Group Limited	William Weston	4,219
Noble Group Limited	Richard John Gilbert	4,219
Noble Group Limited	Peter Main	1,500
Noble Group Limited	Andrew Hayden	3,000
Noble Group Limited	Helen Douglas	642
Noble Group Limited	J Barclay Douglas (A/C DV)	120
Noble Group Limited	J Barclay Douglas (A/C HV)	75
Noble Group Limited	J Barclay Douglas (A/C RV)	300
Noble Group Limited	J Barclay Douglas (A/C RF)	500
David Hyman Gordon	J Barclay Douglas (A/C ABD)	2,046
David Hyman Gordon	J Barclay Douglas (A/C JHD)	2,046
David Hyman Gordon	J Barclay Douglas (A/C LD)	2,045



Date: 27 July 2001



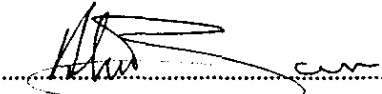
HOMELINK TECHNOLOGIES LIMITED

Memorandum of Terms

Re

Buy Back of Shares from Noble Group Limited

- 1 The Parties to the Buy Back are:
 - 1.1 Homelink Technologies Limited (Company No. 201025) of 292 St. Vincent Street, Glasgow G2 5TQ ("the Company").
 - 1.2 Noble Group Limited (Company No. 71689) of 76 George Street, Edinburgh EH2 3BU ("the Vendor").
- 2 The Buy Back comprises 9,971 Ordinary Shares of £1 each fully paid ("the Shares").
- 3 No consideration is payable by the Company to the Vendor for the Buy Back, but the Company will pay all stamp duties and legal expenses in connection with the Buy Back.
- 4 The date of the Buy Back will be three days after the Buy Back has been approved by the members of the Company entitled to vote on the matter.


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Director

For and on behalf of

Lycidas Secretaries Limited

Company Secretary

Date: 17 May 2001