

No: 94632

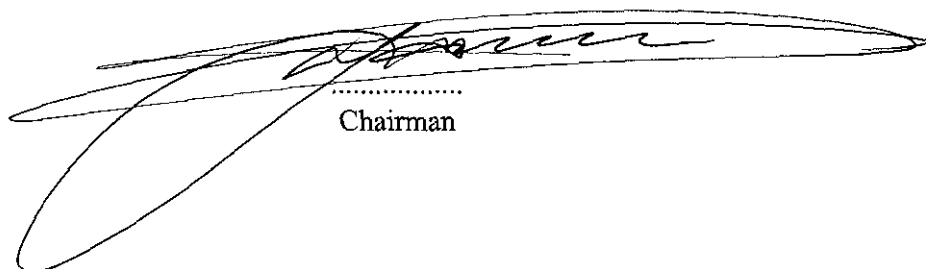
THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES

WT FOODS LIMITED

The following written resolution was passed by the Company on 6 March 2002, which would otherwise be required to be passed as an ordinary resolution.

ORDINARY RESOLUTION

THAT 351,000 non-voting deferred convertible redeemable shares of 0.05p each in the capital of the Company which were transferred by the holders thereof to the Company for nil consideration be hereby cancelled.


.....
Chairman



No. 94632

WT FOODS LIMITED

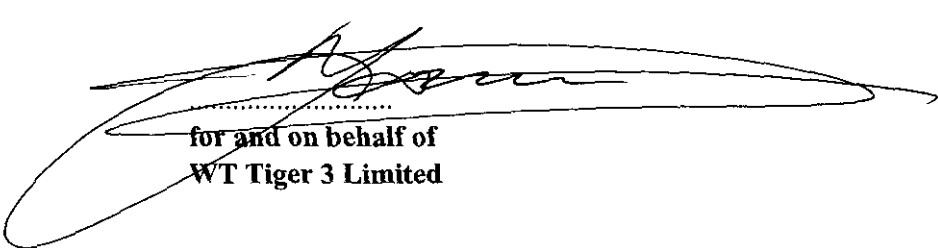
MEMBER'S WRITTEN RESOLUTION

We, the undersigned, being the sole member of the Company who (at the date hereof) would have been entitled to vote upon the resolution set out below if it had been proposed at a general meeting at which we were present, hereby agree:-

- (a) pursuant to regulation 53 of Table A (adopted by article 2 of the Company's articles of association) to the passing of the resolution set out below (which would otherwise be required to be passed as an ordinary resolution) by way of written resolution; and
- (b) to every variation or abrogation of the rights attaching to any class of shares of which we are a holder involved in or requisite to give effect to such resolution.

ORDINARY RESOLUTION

THAT 351,500 non-voting deferred convertible redeemable shares of 0.05p each in the capital of the Company which were transferred by the holders thereof to the Company for nil consideration be hereby cancelled.



.....
for and on behalf of
WT Tiger 3 Limited

Date: 6 March 2002