

No: 0541295



**THE COMPANIES ACT 1985**

**WRITTEN RESOLUTION**

**OF**

**GUINNESS WORLD RECORDS LIMITED (THE "COMPANY")**

(Passed on 25 August 2005)

We, the undersigned, being the sole member of the Company who (at the date of this resolution) 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, pursuant to regulation 53 of Table A adopted by article 1 of the Company's articles of association) to the following written resolution (which would otherwise be required to be passed as a special resolution) and confirm pursuant to paragraph 4 of part II to schedule 15 to the Companies Act 1985 (the "Act") that the statutory declarations required to be made by the directors of the Company pursuant to s155 of the Act were supplied to us at or before the time at which this resolution was supplied to us for signature:

**RESOLUTION**

THAT:

- (a) the entry by the Company into an amendment agreement (the "**Senior Amendment**") to a senior credit agreement dated 20 March 2005 between Sunshine Acquisition Limited, Sunshine Holdings 3 Limited, the initial lenders, initial issuing bank and initial swing line bank identified therein, Merrill Lynch, Pierce, Fenner and Smith Inc. and Deutsche Bank Securities Inc. as joint lead arrangers and joint bookrunners and Merrill Lynch Capital Corporation as administrative agent, as amended (the "**Senior Credit Agreement**");
- (b) the entry by the Company into a second lien credit agreement between amongst others, Sunshine Acquisition Limited, Sunshine Holdings 3 Limited, Deutsche Bank, New York Branch as administrative agent, Merrill Lynch Pierce, Fenner and Smith Inc. and Deutsche Bank Securities Inc. as joint lead arrangers, the lenders identified therein as the second lien lenders (the "**Second Lien Credit Agreement**") pursuant to which the Company would guarantee the prompt performance by each relevant obligor of all obligations under the Second Lien Credit Agreement and the finance documents and other documents referred to therein, as amended, and the performance by the Company of all obligations thereunder be and is hereby approved and ratified;
- (c) the entry by the Company into a debenture to be entered into between, inter alios, the Company and Deutsche Bank AG New York as administrative agent (the

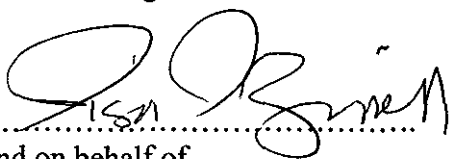
**"Second Lien Debenture"**) pursuant to which the Company would covenant to pay and discharge the Second Lien Obligations on the due date and create fixed and floating charges over substantially all its assets and undertaking by way of security for the same and the performance by the Company of all obligations thereunder be and is hereby approved;

- (d) the entry by the Company into an intercreditor agreement to be entered inter alia between the Company, Merrill Lynch Capital Corporation as first lien collateral agent and Deutsche Bank AG, New York as second lien collateral agreement, New York as admin agent under the Second Lien Credit Agreement (the **"Intercreditor Agreement"**) pursuant to which the Company would agree to certain obligations (including payment obligations) in relation to the Senior Credit Agreement and the Second Lien Credit Agreement be approved and ratified;
- (e) the entry by the Company into an amendment to the intra-group facility agreement dated 1 June 2005 (the **"Intra-group Facility Agreement"**) between amongst others, the Company and certain subsidiaries of HIT Entertainment Limited (as intra-group Lenders) and Sunshine Acquisition Limited (as intra-group borrower) (the **"Intra-group Amendment"**) to facilitate the execution of the Second Lien Credit Agreement above be approved and ratified.
- (f) the entry by the Company into an accession deed to the Intra-group Facility Agreement to enable HIT Entertainment Finance Limited to become a party thereto be approved and ratified (the **"Intra-group Accession"**).
- (g) the entry by the Company into an accession deed with, *inter alia* HIT Entertainment Finance Limited (the **"Accession Deed"**) to a debenture dated 1 June 2005 between the Company, certain of the subsidiaries of HIT Entertainment Limited and Merrill Lynch Capital Corporation as administrative Agent (the **"Second Stage Debenture"**) be approved and ratified

the Senior Amendment, the Second Lien Credit Agreement, the Second Lien Debenture, the Intra-group Amendment, the Intra-group Accession and the Accession Deed are referred to as the **"Helium Finance Documents"**)

- (h) the provision by the Company of financial assistance (as defined in section 152 of the Companies Act 1985 (the **"Act"**) in relation to the acquisition by Sunshine Acquisition on 24 May 2005 of 106,291,893 ordinary shares in the capital of the Company (the **"HIT Shares"**) and refinancing previous indebtedness incurred in relation to the acquisition by HIT Entertainment Limited of 32,508,704 ordinary shares in Gullane Entertainment Limited (the **"Gullane Shares"**) by giving guarantees and security in respect of Second Lien Credit Agreement and entering into such other documents (the **"Assistance Documents"**) all as more fully described in the directors' statutory declaration of solvency in Form 155(6)(a), a copy of which is attached to this resolution, be approved and ratified; and

After having taken into consideration the best corporate interests of the Company, the Shareholders resolved that approval of the performance of, the entering into on or about 26 August 2005 and the execution by the Company and the Subsidiaries (as the case may be), of (a) the Assistance Documents and the Helium Finance Documents (together the "**Approved Documents**") and (b) the agreements, documents, instruments or certificates ancillary or connected with the Approved Documents respectively be and is hereby given, notwithstanding that the Company might be held to be giving financial assistance for the purposes of Sections 151 and 152 of the Companies Act 1985 and it be resolved that doing so is in the best interests of the Company.



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for and on behalf of  
Gullane Entertainment Limited