

SPECIAL BUSINESS

SPECIAL RESOLUTION

9. Alteration of the Articles of Association

It was proposed by the Chairman as a Special Resolution, seconded by Mrs A. Wheatley, and RESOLVED that the Articles of Association of the Company be amended as follows:-

- (a) By the insertion of the following wording at the beginning of Article 11(i) namely:

'Subject to Article 11(xii)'

- (b) By the addition of the following Article 11(xii):

'(xii) The said Dominic Marius Wheatley and Mark Douglas Ashley Strachan shall be entitled to transfer or sell all or any of their respective shares to any other Director of the Company or the respective spouses of the said Dominic Marius Wheatley and Mark Douglas Ashley Strachan or the respective children of the said Dominic Marius Wheatley and Mark Douglas Ashley Strachan or the respective grandchildren of the said Dominic Marius Wheatley and Mark Douglas Ashley Strachan or the respective great-grandchildren of the said Dominic Marius Wheatley and Mark Douglas Ashley Strachan without first having to comply with the terms of Article 11(i) to (ix) inclusive.'

- (c) By the addition of the following Article 11(xiii):

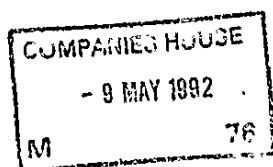
'(xiii) No Director who was appointed after the first day of January, 1985, and who is also a member of the Company shall be entitled to remain a member of the Company after termination of Office but shall no later than the date of termination of Office offer back to the Company his shares in accordance with the terms of Article 11(i) to (ix) inclusive.'

10. The Chairman declared the meeting closed.

Declined

Chairman

Certified true copy of the minutes of an Annual General Meeting of
Tropic Group Limited held on Thursday, 5th March, 1992.



Mark Strachan
M.A. Strachan,
Secretary.