

SUMITOMO (SHI) CYCLO DRIVE EUROPE LIMITED

Written Resolution of the Shareholders of the Company pursuant to section 381A of the Companies Act 1985 (as amended by the Companies Act 1989)

WE, being together all the Members of the above Company who at the date of the Special Resolutions set out below are to be regarded as being entitled to attend and vote on such Resolutions if they had been proposed in General Meeting of the Company, **HEREBY PASS** the following Special Resolutions:-

SPECIAL RESOLUTIONS

1. That the authorised share capital of the Company be and is hereby increased from £10,000,000 divided into 10,000,000 Ordinary Shares of £1 each to £12,400,000 divided into 12,400,000 Ordinary Shares of £1 each by the creation of 2,400,000 new Ordinary Shares of £1 each such new Ordinary Shares of £1 each to rank pari passu in all respects with the existing Ordinary Shares of £1 each.
2. That the Directors of the Company be generally and unconditionally authorised for the period of five years from the date of this Resolution to exercise all the powers of the Company to allot and dispose of or grant options over relevant securities (within the meaning of Section 80 of the Companies Act 1985) to such persons, on such terms and in such manner as they think fit, up to an aggregate nominal value of £6,000,000.
3. That the Directors of the Company be empowered during the period of five years from the date of this Resolution pursuant to Section 95 of the Companies Act 1985 to allot equity securities (within the meaning of Section 94 of the said Act) up to an aggregate nominal value of £6,000,000 for cash pursuant to the authority conferred by the Special Resolution numbered 2 above as if sub-section (1) of Section 89 of the said did not apply thereto.

Dated: 28th June 2004

Yoshio Hinoh

Duly authorised for and on behalf of
Sumitomo Heavy Industries, Limited.



We hereby certify that this is a true
and accurate copy of the original

Rollits 1-July-2004
Rollits, Solicitors, Hull