

Company No. 3497135

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**RESOLUTIONS**

**OF**

**RMB MINATURE PRECISION PRODUCTS (UK) LIMITED**

We, the undersigned, being all the members of the Company, agree in accordance with section 381A of the Companies Act 1985 to the following resolutions, as to resolutions 1 and 2 as ordinary resolutions, as to resolutions 3 and 4 as special resolutions and as to resolution 5 as an elective resolution.

**ORDINARY RESOLUTIONS**

- 1 That the authorised share capital of the Company be increased to £100,000 divided into 100,000 ordinary shares of £1 each by the creation of 99,000 ordinary shares of £1 each ranking pari passu with the existing shares.
- 2 That the directors be generally and unconditionally authorised for the purposes of section 80 of the Companies Act 1985 to allot relevant securities (within the terms of that section) up to a maximum nominal amount of £100,000 for a period of five years beginning on the date on which this authority is given.

**SPECIAL RESOLUTIONS**

- 3 That the directors be empowered to allot any shares or grant any rights pursuant to the authority conferred to them by resolution 2 above as if section 89(1) of the Companies Act 1985 did not apply



- 4 That the regulations contained in the document attached to these resolutions marked Exhibit A and for the purpose of identification signed on behalf of the members be adopted as the Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company.

### ELECTIVE RESOLUTION

- 5 That the Company -

(a) dispense with -

- (i) the laying of accounts and reports before the Company in general meeting;
- (ii) the holding of annual general meetings; and
- (iii) the obligation to grant auditors annually; and

- (b) that the provisions of sections 369(4) and 378(3) of the Companies Act 1985 shall have effect in relation to the Company as for the references to 95 per cent there were substituted references to 90 per cent.

Dated: 23<sup>rd</sup> February 1998

  
..... Director

for Adjustable Nominees Limited

  
..... Director

for Powell Burt Properties Limited

Richards Butler  
Beaufort House  
15 St. Botolph Street  
London EC3A 7RE  
Ref: AMH/PM/97-56279

Exhibit "A"

Edwards

Company Number: 3497135

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**RMB MINATURE PRECISION PRODUCTS (UK) LIMITED<sup>1</sup>**  
**(AS ALTERED ON 23<sup>RD</sup> FEBRUARY 1998)**

**PRELIMINARY**

- 1 The following regulations and (subject to their provisions) the regulations contained in Table A in the Companies (Tables A to F) Regulations 1985 ('Table A') constitute the articles of association of the Company.
- 2 In regulation 1 of Table A the words 'and the articles' shall be deemed to be added after the words 'these regulations' in each place where they occur.
- 3 Regulations 40, 73 to 80 (inclusive), 87 and 94 to 98 (inclusive) of Table A shall not apply to the Company.

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<sup>1</sup> The Company changed its name to RMB Minature Precision Products (UK) Limited by special resolution dated 23rd February 1998.

## **SHARES**

- 4     <sup>2</sup>The share capital of the Company is £100,000 divided into 100,000 ordinary shares of £1 each.
- 5     Sections 89 and 90 of the Act shall not apply to the Company.

## **TRANSFER OF SHARES**

- 6     The directors may, in their absolute discretion and without giving any reason, refuse to register a transfer of any share (whether or not fully paid) to any person.

## **GENERAL MEETINGS**

- 7     No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Two persons or, if the Company has only one member, one person entitled to vote at the meeting, being or each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum.

## **APPOINTMENT AND REMOVAL OF DIRECTORS**

- 8     A member or members holding not less than a majority in nominal amount of the ordinary shares of the Company for the time being in issue may appoint a person willing to act to be a director and may remove any director (howsoever appointed) from office, without prejudice to any claim for damages he may have for breach of any contract of service between him and the Company. The appointment or removal shall be made by an instrument signed by or on behalf of the person or persons making it and delivered to the office.
- 9     A director shall not be required to vacate his office as a director and a person shall not be disqualified from being appointed as a director by reason of his attaining or having attained the age of seventy or any other age.

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<sup>2</sup> The authorised share capital was increased from £1,000 to £100,000 by ordinary resolution dated 23<sup>rd</sup> February 1998.

- 10 The number of directors shall not be subject to any maximum but shall be not less than one. A sole director may exercise all the powers given to the directors by the articles, which shall be deemed to be modified accordingly.
- 11 The directors may also appoint a person willing to act to be a director

#### **DIRECTORS' GRATUITIES AND PENSIONS**

- 12 The directors may pay, or agree to pay, gratuities, pensions and other retirement, superannuation, death or disability benefits to any director or former director, to any member of his family (including a spouse or former spouse) or to any person who is or was dependent on him, and may contribute to any scheme or fund and pay premiums for the purchase or provision of any such benefits.

#### **PROCEEDINGS OF DIRECTORS**

- 13 The directors (including alternate directors), or any of them, may participate in or form a meeting of the directors by means of a conference telephone or any communication equipment which allows all the participants to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be counted in the quorum and be entitled to vote accordingly. The meeting shall be deemed to take place where the group of the highest number of participants is assembled or, if there is no such group, where the chairman of the meeting is then present.
- 14 A director may as a director vote and be counted as one of the quorum upon a motion in respect of any transaction or arrangement which he enters into or makes with the Company or in which he is in any way interested.

#### **THE SEAL**

- 15 Regulation 101 of Table A shall apply only if the Company has a common seal. Whether it does or not, a share certificate may be executed under section 36A (4) of the Act instead of being sealed.

## **NOTICES**

- 16 Any notice to be given to or by any person pursuant to the articles shall be deemed to be given personally in writing at the time of transmission if it is given by telex, cable or facsimile transmission.

## **INDEMNITY**

- 17 Subject to the provisions of the Act and without prejudice to the provisions of regulation 118 of Table A, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against all costs, charges, expenses or liabilities incurred by him in the execution or discharge of his duties or in relation thereto. The Company may purchase and maintain for any such officer or auditor insurance against any liability which by virtue of any rule of law may attach to him in respect of any negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Company.