

**LINPAC Packaging China Holdings Limited (the "Company")**  
**(Registered Number: 05972505)**

**Written Resolution of the sole Member of the Company**

Circulation date: 7 January 2010

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**").

**SPECIAL RESOLUTION**

We, being all those members entitled to attend and vote at meetings of the Company convened for the purpose of passing or sanctioning the following resolution, hereby resolve in accordance with Chapter 2 of Part 13 of the Companies Act 2006 as follows:

THAT


- 1 A new Article 2A be inserted into the Articles of Association of the Company:  
"Regulation 8 in Table A shall not apply to the Company."
- 2 Article 6 shall be deleted in its entirety
- 3 A new Article 6 be inserted into the Articles of Association of the Company:  
"The directors and/or the company shall have no discretion to decline to register, or suspend registration of, a transfer of shares where the proposed transferee is a bank, financial institution or a trust, fund or other entity which is regularly engaged in or established for the purposes of making, purchasing or investing in loans, securities or other financial assets (or any agent, trustee, nominee or nominees or receiver of such entity) to whom such shares are being transferred by way of security or a purchaser, transferee or other recipient of the shares from such bank, institution or other entity and a certificate signed by an official of such bank, financial institution or other entity that the relevant shares are charged shall be conclusive evidence of such fact."

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, a person entitled to vote on the Resolution on 7 January 2010, hereby irrevocably agrees to the Resolution:

Signed by or on behalf of  
LINPAC Packaging Limited



Date: 11 January 2010

