

Company No. 3928553

**THE COMPANIES ACT 1985
PUBLIC COMPANY LIMITED BY SHARES
ORDINARY AND SPECIAL RESOLUTIONS**

-OF-

ZTC TELECOMMUNICATIONS PLC
Passed the 17th January 2008

At the Annual General Meeting of the above named Company duly convened and held at the offices of Pritchard Englefield, 14 New Street, London EC2M 4HE on Thursday 17 January 2008, the following resolutions were duly passed

ORDINARY RESOLUTION

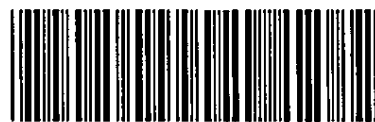
- 1 THAT the Directors be and they are generally and unconditionally authorised to exercise all or any of the powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985 ('the Act')) up to an aggregate nominal amount of £3,922,308 for the period expiring 15 months after the date of passing this resolution or at the conclusion of the next Annual General Meeting of the Company whichever first occurs (unless previously renewed, varied or revoked by the Company in General Meeting) save that the Company may prior to such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Directors may allot relevant securities pursuant to any such offer as if the authority conferred hereby had not expired

References in this resolution to the Act, or to sections of the Act, shall, where the context requires and where appropriate, include references to the Companies Act 2006 and any corresponding or similar sections of that Act, it being the intention that, to the extent permitted by law, the authority contained in this resolution shall continue in full force and effect notwithstanding any repeal of the Act or any relevant part or section thereof

SPECIAL RESOLUTIONS

- 2 THAT, subject to and conditional upon the passing of Resolution 9 above, the Directors be and they are hereby authorised and empowered pursuant to section 95 of the Act to allot equity securities (within the meaning of Section 94(2) of the Act) for cash pursuant to the authority conferred by Resolution 9 above as if Section 89(1) of the Act did not apply to such allotment, provided that this power shall expire 15 months after the date of passing of this resolution or at the conclusion of the next Annual General Meeting of the Company whichever first occurs except that the Company may prior to such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities after such expiry in pursuance of such offer or agreement as if the power conferred by this resolution has not expired and shall be limited to
 - (a) the allotment of equity securities in connection with rights issues or similar issues in favour of holders of ordinary shares where the equity securities respectively attributable to the interests of the holders of ordinary shares are proportionate (as nearly as may be) to the respective number of ordinary shares held by them subject to such exclusions and other arrangements as

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the Directors may deem necessary or expedient in relation to the fractional entitlements or legal or practical problems arising under the laws of, or the requirements of any regulatory body or stock exchange in, any overseas territory or otherwise howsoever, and

- (b) the allotment (otherwise than pursuant to subparagraph (a) above) of equity securities and/or the sale or transfer of shares held by the Company in treasury up to an aggregate amount of £1,175,000

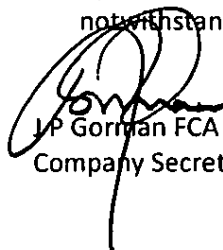
This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 94(3A) of the Act as if in the first paragraph of this resolution the words 'pursuant to the authority conferred by Resolution 9 above' were omitted

References in this resolution to the Act, or to sections of the Act, shall, where the context requires and where appropriate, include references to the Companies Act 2006 and any corresponding or similar sections of that Act, it being the intention that, to the extent permitted by law, the authority contained in this resolution shall continue in full force and effect notwithstanding any repeal of the Act or any relevant part or section thereof

- 3 THAT the Company be and is hereby generally and unconditionally authorised, in accordance with section 166 of the Companies Act 1985 (the 'Act'), to make market purchases (within the meaning of section 163 of the Act) of ordinary shares of 10 pence each in the capital of the Company on such terms and in such manner as the Directors may from time to time determine provided that

- (a) the maximum number of ordinary shares authorised to be purchased is 14,000,000,
- (b) the minimum price which may be paid for an ordinary share is 10 pence (exclusive of expenses and advance corporation tax (if any) payable by the Company),
- (c) the maximum price which may be paid for an ordinary share is an amount equal to 105% of the average of the middle market quotations for an ordinary share derived from the AIM Appendix of the Daily Official List for the five business days immediately preceding the day on which the ordinary share is purchased (exclusive of expenses and advance corporation tax (if any) payable by the Company), and
- (d) the authority conferred shall expire at the conclusion of the next Annual General Meeting of the Company except that the Company may before such expiry make a contract to purchase its own shares which will or may be completed or executed wholly or partly after such expiry

References in this resolution to the Act, or to sections of the Act, shall, where the context requires and where appropriate, include references to the Companies Act 2006 and any corresponding or similar sections of that Act, it being the intention that, to the extent permitted by law, the authority contained in this resolution shall continue in full force and effect notwithstanding any repeal of the Act or any relevant part or section thereof


JP Gorman FCA
Company Secretary