

**MIDLAND SHEETMETAL LIMITED**

**(the "Company")**

**Private Company Limited by Shares**

**Company Number 2101564**

**Companies Act 1985 – 1989**

**WRITTEN RESOLUTION** of the sole shareholder of the Company for the time being entitled to receive notice of and attend at a general meeting of the Company, passed as Special Resolutions, pursuant to Sections 381(A) and 381(B) of the Companies Act 1985 (the "Act") and all others in that behalf, such resolutions being for all purposes as valid and binding as if the same had been passed at a general meeting of the Company duly convened and held.

**SPECIAL RESOLUTIONS**

1. **THAT** the Company's Memorandum of Association be and is hereby amended by the insertion of a new paragraph to Clause 3 of the Memorandum of Association namely:

"(y)" "Subject to and in accordance with due compliance with the provisions of sections 155 to 158 (inclusive) of the Companies Act 1985 (the "Act") (if and so far as such provisions shall be applicable), to give, whether directly or indirectly, any kind of financial assistance (as defined in section 152 (1) (a) of the Act) for any such purpose as is specified in section 151 (1) and/or section 151 (2) of the Act".

2. **"THAT** subject to compliance with sections 155 to 158 of the Act the giving by the Company of financial assistance for the purpose of the acquisition by Dalby Holdings Limited of the entire issued share capital of the Company in the form described in the statutory declaration sworn on the date of the passing of this resolution by all the directors of the Company be and is hereby approved."

  
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**For and on behalf of  
DALBY HOLDINGS LIMITED**

Dated: *5<sup>th</sup> May* 2004



BOARD MEMORANDUM OF MIDLAND SHEETMETAL LIMITED ("the Company")

Memorandum in connection with the proposed arrangement whereby the Company will give financial assistance for the acquisition of its own shares, particulars of which are given in the statutory declaration made by the directors this day pursuant to Section 155(6) of the Companies Act 1985 ("the Act").

- 1 As at the close of business on 4<sup>th</sup> May 2004 the aggregate of the Company's assets as stated in its accounting records exceeded the aggregate of its liabilities as so stated.
- 2 From our knowledge of events since that date and of the likely course of the Company's business [as described in the accompanying paper], the directors have formed the opinion that the aggregate of the Company's assets will exceed the aggregate of its liabilities immediately before the proposed financial assistance is given; and
- 3 that the giving of such financial assistance will not reduce the net assets of the Company.

X



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SIGNED ON BEHALF OF THE BOARD

5<sup>th</sup> May 2004  
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DATED