

Company No. 3928553

PLEASE RECEIPT & RETURN

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

-OF-

CHINA EVOLINE PLC

Passed the 23rd December 2009

WEDNESDAY



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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 Wednesday 23 December 2009, the following resolutions were duly passed.

ORDINARY RESOLUTION

1.

- a) THAT the directors of the Company be generally and unconditionally authorised pursuant to section 551 of the Companies Act 2006 (the "Act") to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £29,027.67 provided that such authority shall expire at the conclusion of the next annual general meeting of the Company after the date of the passing of this resolution but, in each case, so that the Company may make offers and enter into agreements before this authority expires which would, or might, require shares to be allotted, or rights to subscribe for or convert any securities into shares to be granted after the expiry of this authority and the directors of the Company may allot shares and grant rights to subscribe for or convert any securities into shares in pursuance of any such offer or agreement as if the authority conferred hereby had not expired.
- b) THAT, subject to paragraph (c), all existing authorities given to the directors pursuant to section 80 of the Companies Act 1985 (the "1985 Act") be revoked by this resolution; and
- c) THAT paragraph (b) shall be without prejudice to the continuing authority of the directors to allot relevant securities (as that term is defined in the 1985 Act) pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made.

SPECIAL RESOLUTIONS

2. THAT, subject to the passing of Resolution 1 above, the directors of the Company be generally empowered pursuant to section 570 of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash, pursuant to the authority conferred by Resolution 1 above, as if section 561(1) of the Act did not apply to such allotment. This power:
 - a) expires (unless previously renewed, varied or revoked by the Company in general meeting) at the conclusion of the next annual general meeting of the Company after the date of the passing of this resolution, but so that the Company may make offers and enter into agreements before this power expires which would, or might, require equity securities to be allotted after this

power expires and the directors of the Company may allot equity securities in pursuance of any such offer or agreement as if the power conferred hereby had not expired; and

b) shall be limited to:

- (i) the allotment of equity securities in connection with an offer of equity securities to ordinary shareholders in proportion (as nearly as may be practicable) to their existing shareholding, and so that the directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practical problems in, or under the laws of, any territory or any other matter; and
- (ii) the allotment of equity securities for cash otherwise than pursuant to paragraph (i) up to an aggregate nominal amount of £2,413.66.

This power applies in relation to a sale of shares which is an allotment of equity securities by virtue of section 560(3) of the Act as if in the first paragraph of this resolution the words "pursuant to the authority conferred by Resolution 1" were omitted.

3. THAT the Company be and is hereby generally and unconditionally authorised, in accordance with section 701 of the Act, to make market purchases (within the meaning of section 693(4) of the Act) of Ordinary Shares of 1 pence each in the capital of the Company ("Ordinary Shares") provided that:
- a) the maximum number of Ordinary Shares hereby authorised to be purchased is 46,500;
 - b) the minimum price which may be paid for each Ordinary Share is 1 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 per cent. 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 contracted to be purchased (exclusive of expenses and advance corporation tax (if any) payable by the Company); and
 - d) the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company or 18 months from the date of the passing of this resolution, whichever is earlier; and
 - e) a contract to purchase shares under this authority may be made prior to the expiry of this authority, and concluded in whole or part after the expiry of this authority.

By order of the Board
J P Gorman FCA
Company Secretary
REGISTERED OFFICE
14 New Street
London EC2M 4HE
23 December 2009

