

Ring Group Limited (the "Company")

(Registered Number: 0996508)

THE COMPANIES ACT 1985 AND 1989

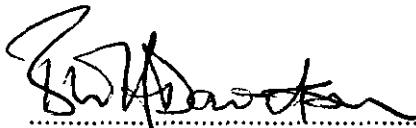
**WRITTEN RESOLUTION OF THE MEMBERS OF THE ABOVE NAMED
COMPANY (THE "COMPANY")**

We, the undersigned, being the members of the Company at the date of this Written Resolution entitled to attend and vote at general meetings of the Company, HEREBY PASS the following resolution by way of Written Resolution, in accordance with the Articles of Association of the Company and the Companies Act 1985, such resolution to take effect from the date of the signature specified below:

1. ORDINARY RESOLUTION

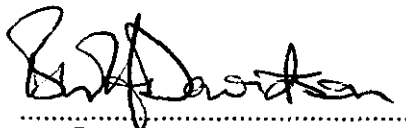
"THAT the sale by Ring Lamp Company Limited, a subsidiary of the Company, of the business and assets of the Automotive Lighting Division of Ring Lamp Company Limited to Ever 2535 Limited, being a company connected, pursuant to section 346 of the Companies Act 1985, with John Hall and Tony Welham, directors of the Company is a substantial property transaction for the purposes of section 320 of the Companies Act 1985 and that such transaction be approved."

Dated this [15]th day of April 2005.



By: ~~B. Davidson~~ Director

On Behalf of Graystone Ring Limited



By: ~~B. Davidson~~, Director

On Behalf of Ring Parts Limited