

The Companies Act 1985

PRIVATE COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

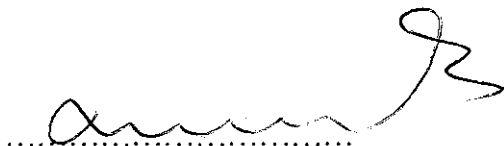
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MG ROVER GROUP LIMITED

AT an extraordinary general meeting of the Company, duly convened and held on 17 August 2004, the following resolution was duly passed as a special resolution:

THAT the arrangements referred to below be approved for all purposes and (in accordance with Article 65 of the Articles of Association of the Company) that the directors of the Company be directed to enter into the Deed of Assignment (as referred to below) and all documents referred to therein (including, without limitation, the Trade Mark Licence (as defined therein)) on behalf of the Company:-

The assignment and licence to Shanghai Automotive Industry Corporation (a corporation organised and existing under the laws of the People's Republic of China) of various intellectual property rights owned or used by the Company and Powertrain Limited pursuant to the terms of a Deed of Assignment a final draft of which was produced to the Meeting.



Chairman of the Meeting

