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CHWP000

COMPANIES FORM No. 173

Declaration in relation to the redemption or purchase of shares out of capital

173

Please do not
write in
this margin

Pursuant to section 173 of the Companies Act 1985

*Please complete
legibly, preferably
in black type, or
bold block lettering*

To the Registrar of Companies
(Address overleaf - Note 4)

For official use

Company number

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03229039

Name of company

* insert full name
of company

* GHL HOLDINGS LIMITED

Note
Please read the
notes on page 2
before completing
this form.

§ insert name(s)
and address(es)
of all the directors

I / We §

Dennis Charles Alger of 18 Smitham Bottom Lane Surrey CR2 3DA

Mark Sheldon of 32 Alberta Drive Smallfield Horley Surrey RH6 9QU

Edward Larcombe of Willowdene Lilley Drive The Chase Kingswood Tadworth Surrey KT20 6JA

Stanley Law of 7 Torr Close Chippenham Wiltshire SN14 6XE

† delete as
appropriate~~the sole director~~ [all the directors]† of the above company do solemnly and sincerely declare that:

The business of the company is:

§ delete whichever
is inappropriate(a) that of a ~~recognised bank~~ [licensed institution]† within the meaning of the Banking Act 1979§(b) that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on
~~insurance business in the United Kingdom~~§

(c) that of something other than the above§

The company is proposing to make a payment out of capital for the redemption or purchase of its own
sharesThe amount of the permissible capital payment for the shares in question is £ 274,847
(note 1)

Continued overleaf

Presenter's name address and
reference (if any) :For official Use (10/03)
General Section

Post room

A17
COMPANIES HOUSE0726
23/07/05

I / We have made full enquiry into the affairs and prospects of the company, and I / we have formed the opinion:

Please do not write in this margin

- (a) as regards its initial situation immediately following the date on which the payment out of capital is proposed to be made, that there will be no grounds on which the company could then be found unable to pay its debts (note 2), and
- (b) as regards its prospects for the year immediately following that date, that, having regard to my/our intentions with respect to the management of the company's business during that year and to the amount and character of the financial resources which will in my / our view be available during that year, the company will be able to continue to carry on business as a going concern (and will accordingly be able to pay its debts as they fall due) throughout that year. (note 2)

Please complete legibly, preferably in black type, or bold block lettering

And I / we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at Hart Brown
Solicitor, 147 High St.
Cranleigh Surrey

Declarant(s) to sign below

Day Month Year
on 20 07 2005

before me [Signature]

A Commissioner for Oaths, or Notary Public, or Justice of the Peace, or Solicitor having the powers conferred on a Commissioner for Oaths.

[Signatures]

Notes

- 1 'Permissible capital payment' means an amount which, taken together with
- (i) any available profits of the company; and

(ii) the proceeds of any fresh issue of shares made for the purposes of the redemption or purchase;

is equal to the price of redemption or purchase.

'Available profits' means the company's profits which are available for distribution (within the meaning of section 172 and 263 of the Companies Act 1985).

The question whether the company has any profits so available and the amount of any such profits is to be determined in accordance with section 172 of the Companies Act 1985.

- 2 Contingent and prospective liabilities of the company must be taken into account, see sections 173(4) & 517 of the Companies Act 1985.

- 3 A copy of this declaration together with a copy of the auditors report required by section 173 of the Companies Act 1985, must be delivered to the Registrar of Companies not later than the day on which the company publishes the notice required by section 175(1) of the Companies Act 1985, or first publishes or gives the notice required by section 175(2), whichever is the earlier.

**AUDITORS' REPORT TO THE DIRECTORS OF GHL HOLDINGS LIMITED
(THE COMPANY) PURSUANT TO SECTION 173(5) OF THE COMPANIES
ACT 1985**

We have examined the attached statutory declarations of the directors dated 20 July 2005 in connection with the Company's proposed purchase of 80,000 10p "A" ordinary shares by a payment out of capital.

BASIS OF OPINION

We have enquired into the state of the Company's affairs in order to review the bases for the statutory declarations.

OPINION

In our opinion the amount of £274,847 specified in the statutory declarations of the directors as the permissible capital payment for the shares to be purchased is properly determined in accordance with sections 171 and 172 of the Companies Act 1985.

We are not aware of anything to indicate that the opinion expressed by the directors in their declarations as to any of the matters mentioned in section 173(3) of the Companies Act 1985 is unreasonable in all the circumstances.



GRANT THORNTON UK LLP
REGISTERED AUDITORS
CHARTERED ACCOUNTANTS
Central Milton Keynes

20 July 2005