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CHFP004

COMPANIES FORM No. 155(6)a
Declaration in relation to
assistance for the acquisition
of shares.

155(6)a

Please do not
write in this
margin

Pursuant to section 155(6) of the Companies Act 1985

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

To the Registrar of Companies
(Address overleaf - Note 5)

For official use

Company number

03563870

Note
Please read the
notes on page 3
before completing
this form

Name of company

* TOWER SURVEYS LIMITED

• insert full name of
company

James Fletcher Phillis of 219 Normandale Road, Lower Hutt, New Zealand, 5010 NZ

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

Kevin Joseph Thompson of 8 Ranikhet Way, Khandallah, Wellington, New Zealand 6011 NZ

Nicholas Downes of 22 Denewood Avenue, Nottingham, NG9 3EU

James Hulme of Cliff House, 65 Holly Road, Watnall, Nottingham NG16 1HP

+ delete as
appropriate

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 or licensed institution within the meaning of the Banking Act 1979~~
~~(b) that of a person authorised under section 3 of the Insurance Companies Act 1982 to carry on~~

(c) something other than the above

The company is proposing to give financial assistance in connection with the acquisition of shares in the
company's holding company

The Joynes Pike Group Limited

The assistance is for the purpose of that acquisition

The number and class of the shares acquired or to be acquired is 3,052 Ordinary Shares of 0.50p

Presenter's name address and
reference (if any)
Berry Smith LLP
Haywood House
Dumfries Place
Cardiff
CF10 3GA

For official Use (02/06)
General Section

FRIDAY



A10 29/08/2008 314
COMPANIES HOUSE

The assistance is to be given to. (Note 2) Opus International Consultants Holdings (UK) Limited
Company number 02597188. Registered Office 18D High Street, Llandaff, Cardiff CF5 2DZ

Please do not
write in this
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*Please complete
legibly, preferably
in black type, or
bold block
lettering*

The assistance will take the form of:

the execution by the Company of the following documents and the Company complying and fulfilling its obligations thereunder:-

- (i) a deed of accession to be granted by the Company in respect of obligations of Opus International Consultants Holdings (UK) Limited pursuant to a Guarantee and Indemnity granted by Opus International Consultants Holdings (UK) Limited dated 17th March 2008.

The person who has acquired the shares is: †
Opus International Consultants Holdings (UK) Limited

† delete as
appropriate

The principal terms on which the assistance will be given are

See Rider

The amount of cash to be transferred to the person assisted is £ 0 00

The value of any asset to be transferred to the person assisted is £ 0 00

The date on which the assistance is to be given is The date hereof

Please do not
write in this
margin

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

* delete either (a)
or (b) as
appropriate

I have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts (note 3)

(a) We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date * (note 3)

(b)

And 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 Wellington
New Zealand

Declarants to sign below

on

Day	Month	Year
14	08	2008

before me

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

NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given, if a recipient is a company the registered office address should be shown
- 3 Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985
- 4 The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form
- 5 The address for companies registered in England and Wales or Wales is -

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ
DX 33050
Cardiff

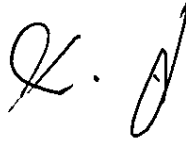
or, for companies registered in Scotland -

The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh
EH1 2EB
DX 235
Edinburgh

RIDER TO FORM 155(6)(A) FOR TOWER SURVEYS LIMITED (the Company)

- 1 Under the deed of accession the Company has agreed to accede to the deed of Guarantee and Indemnity dated 17th March 2008 ("**the 2008 Deed**") entered into between Opus International Consultants Holdings (UK) Limited and the Lender for the payment and discharge of the liabilities under the 2008 Deed and furthermore has agreed to the following -

to unconditionally and irrevocably guarantee, jointly and separately with any other guarantor, the due and punctual payment of all indebtedness under the terms of the 2008 Deed as and when the same is due and payable

A handwritten signature in black ink, consisting of a stylized 'K' followed by a dot and a vertical stroke.

Report of the Independent Auditor to the Directors of Tower Surveys Limited pursuant to section 156(4) of the Companies Act 1985

We report on the attached statutory declaration of the directors dated 14 August 2008 prepared pursuant to the Companies Act 1985, in connection with the proposal that Tower Surveys Limited (the "Company") should give financial assistance for the purchase of the Company's entire issued share capital

This report is made solely to the directors in accordance with Section 156(4) of the Companies Act 1985. Our work has been undertaken so that we might state to the directors those matters we are required to state to them in an auditors' report under section 156(4) and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the directors, for our audit work, for this report, or for the opinions we have formed.

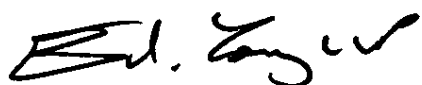
Basis of opinion

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

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Ernst & Young LLP

A handwritten signature in black ink, appearing to read 'Ed. Young' followed by a checkmark.

Registered Auditor

One Bridewell Street
Bristol
BS1 2AA

14 August 2008