

Company No: 3941780

The Companies Act 2006
Written Resolution of
Asia Pacific Holdings Limited
(the "Company")

Passed on the 12th day of June 2009



By a written resolution agreed to in accordance with Chapter 2 of Part 13 of the Companies Act 2006, by or on behalf of the required number of the members of the Company, who at the date of circulating the resolution were entitled to vote on the resolution, the following resolution of the Company was duly passed as a **SPECIAL RESOLUTION**:

THAT, the following be approved and adopted as Article 13 of the Articles of Association of the Company in substitution for and to the exclusion of the existing Article 13 thereof.

13 'The Directors and any committee of the Directors, shall be deemed to meet together if, being in separate locations, they are nonetheless linked by video conference, conference telephone or other method of electronic communication which allows those participating to communicate simultaneously with each other, and a quorum in that event shall be two persons so linked. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.'

13.1 (1) Any Director may propose a Directors' written resolution.

(2) The company secretary must propose a Directors' written resolution if a Director so requests.

(3) A Directors' written resolution is proposed by giving notice of the proposed resolution to the Directors.

(4) Notice of a proposed Directors' written resolution must indicate –

(a) the proposed resolution, and

(b) the time by which it is proposed that the Directors should adopt it.

(5) Notice of a proposed Directors' written resolution must be given in writing to each Director.

(6) Any decision which a person giving notice of a proposed Directors' written resolution takes regarding the process of adopting that resolution must be taken reasonably in good faith.

13.2 (1) A proposed Directors' written resolution is adopted when any two Directors who would have been entitled to vote on the resolution at a Directors' meeting have approved the resolution, provided that those Directors would have formed a quorum at such a meeting.

(2) It is immaterial whether any Director signs the resolution before or after the time by which the notice proposed that it should be adopted.

(3) Once a Directors' written resolution has been adopted, it must be treated as if it had been a decision taken at a Directors' meeting in accordance with the articles.

(4) The company secretary must ensure that the company keeps a record, in writing, of all Directors' written resolutions for at least ten years from the date of their adoption.

Signature

A handwritten signature in black ink, appearing to read "Amel S. Alt.", written over a horizontal line. Below the line, the word "Director" is printed.

Date

12 June 2009