

KLEENAIR SYSTEMS INTERNATIONAL PLC
(Company Number 05075088)

ANNUAL GENERAL MEETING

AT THE ANNUAL GENERAL MEETING OF THE COMPANY DULY CONVENED AND HELD AT 12 NOON ON THURSDAY 25TH MAY 2006 AT THE OFFICES OF DECHERT LLP, 160 QUEEN VICTORIA STREET, LONDON, EC4V 4QQ THE FOLLOWING RESOLUTIONS WERE PASSED.

- 1 **THAT** the accounts of the Company for the financial year ended 31st December 2005 together with reports of the Directors and Auditors thereon be received and adopted.
- 2 **THAT** Mr Tony William Edwin Downes be re-elected as a Director.
- 3 **THAT** Mr Philip Michael Keane be re-elected as a Director.
- 4 **THAT** Mr William Nigel Valentine Weller be re-elected as a Director.
- 5 **THAT** Grant Thornton UK LLP be re-appointed as Auditors to hold office from the conclusion of the meeting to the conclusion of the next meeting at which the accounts are laid before the Company and the Directors be authorised to fix the Auditors' remuneration.

Special Business

6. **THAT**, in substitution for any existing authority under section 80 of the Companies Act 1985 (the "Act") but without prejudice to the exercise of any such authority prior to the date hereof, the directors be and are hereby authorised generally and unconditionally for the purposes of section 80 of the Act to exercise all powers of the Company to allot relevant securities (within the meaning of s80(2) of the Act) (a) up to an aggregate nominal amount of £11,111.11 in connection with the grant of a warrant (the "**Warrant**") in respect of up to 1,111,111 ordinary shares of 1 penny each, at 45 pence per share, to be granted to Consensus Business Group Limited; and (b) up to a an additional maximum aggregate nominal amount equal to £66,840.58 to such persons and at such times and upon such terms as they think proper during the period expiring (unless previously revoked or varied by the Company in general meeting) at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require relevant securities to be allotted after such expiry and the directors may allot relevant securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired.

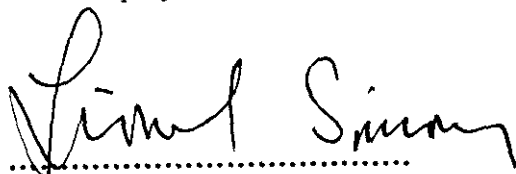


7 **THAT**, in substitution for any existing power under section 95 of the Act, but without prejudice to the exercise of any such power prior to the date hereof, the directors be and are empowered pursuant to section 95(1) of the Act to allot equity securities (within the meaning of section 94 of the Act) wholly for cash pursuant to the authority conferred on the directors by resolution 6 contained in the notice of the Annual General Meeting of the Company of which this resolution forms part as if sub-section (1) of section 89 of the Act did not apply to such allotment provided that this power shall (unless previously revoked or varied by the Company in general meeting) expire on the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement as if the power conferred hereby had not expired and save also that the power conferred by this resolution shall be limited to:-

7.1 the allotment of equity securities in connection with an issue or offering in favour of holders of equity securities and any other persons entitled to participate in such issue or offering where the equity securities respectively attributable to the interest of such holders and persons are proportionate (as nearly as may be) to the respective numbers of equity securities held by or deemed to be held by them on the record date of such allotment, subject only to such exclusions or other arrangements as the directors may consider necessary or expedient to deal with fractional entitlements or legal or practical problems arising in connection with the laws of, or the requirements of any regulatory body or any stock exchange in, any territory;

7.2 the allotment of equity securities up to an aggregate nominal value of £11,111.11 in connection with the proposed Warrant; and

7.3 the allotment (otherwise than pursuant to sub-paragraphs 7.1 and 7.2 above) of equity securities up to an aggregate nominal value not exceeding £9,450.08.



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Lionel Simons
Chairman