

Company Number: 05738353

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

OF

LJ GROUP LIMITED (the "Company")

Circulation date 23 January 2012

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company proposes that the following resolution (the "**Resolution**") set out below be passed as by the member of the Company

WRITTEN SPECIAL RESOLUTION

THAT the draft regulations attached to this resolution be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association

Signed by Paul Howarth

For and on behalf of Nelson Thornes Limited



Dated

23rd January 2012



Notes:

- 1 If you agree to the Resolution, please indicate your agreement by signing and dating this document above and then return it to the Company by delivering it by hand to or posting it to Elaine Mann, Howes Percival LLP, The Guildyard, 51 Colegate, Norwich, Norfolk, NR3 1DD or by fax to 01603 610613 marked for the attention of Elaine Mann
- 2 If you do not agree to the Resolution you do not need to do anything you will not be deemed to have agreed to the Resolution by failing to reply
- 3 Once you have indicated your agreement to the Resolution you may not revoke that agreement
- 4 Unless with 28 days of the above circulation date sufficient agreement has been received for the Resolution to pass, the Resolution will lapse If you do agree to the Resolution, please therefore ensure that this document, duly signed and dated as explained in Note 1 above, is received by us **within 28 days of the circulation date**
- 5 In the case of joint holders of shares, only the vote of the senior who votes will be counted Seniority is determined by the order in which joint holders appear in the Company's register of members, with the first to appear being the senior
- 6 If you are signing this document on behalf of a person under a power of attorney or other similar authority, you must send a certified copy of that power of attorney or other authority when returning this document

The Companies Act 2006
A Company Limited by Shares

Articles of Association of
LJ GROUP LIMITED
(Company number 5738353)

(Adopted by a special resolution passed on 23rd January 2012)

PART 1: INTRODUCTION

1 Introduction

- 1 1 The articles constituting Schedule 1 to the Companies (Model Articles) Regulations 2008 (the “**Model Articles**”) shall apply to the company except in so far as they are excluded or varied by these articles
- 1 2 Any expression defined in Article 1 of the Model Articles shall bear the same meaning in these articles unless the context requires otherwise
- 1 3 In these articles
 - 1 3 1 ‘**holding company**’ means a company which is the registered holder of not less than 90% of the issued shares
 - 1 3 2 ‘**the Act**’ means the Companies Act 2006

PART 2: DIRECTORS

2 Decision making by directors

- 2 1 Insofar as it is lawful to do so, the holding company may from time to time give written notice to the company in accordance with Article 9, restricting any or all of the powers of the directors (as the case may be) in the respects and to the extent specified in the notice, in which case

2 1 1 no person dealing with the company shall be concerned to see or enquire as to whether the powers of the director or directors have been restricted in any way under this Article 2 1, and

2 1 2 no transaction entered into by the company (including but not limited to the acceptance of any obligation or the grant of any security) with any third party shall be invalid or ineffectual, unless the third party had express notice that the transaction was in excess of the powers of the director or directors at the time it was entered into

3 Quorum for directors meetings

3 1 Articles 11 (2) and 11 (3) of the Model Articles shall not apply to the company

3 2 The quorum for directors' meetings may be fixed from time to time by written notice to the company from the holding company in accordance with Article 9, but unless otherwise fixed shall be three directors, of whom two at least shall be the directors appointed by the holding company

3 3 No business shall be conducted at any meeting of the directors unless a quorum is participating at the beginning of the meeting and also when that business is voted on

3 4 If a quorum is not participating within 30 minutes of the time specified for the relevant meeting in the notice of the meeting then the meeting shall be adjourned for five business days at the same time and place

3 5 If the total number of directors appointed by the holding company or otherwise for the time being is less than the quorum required, the directors must not take any decision other than a decision to request the holding company appoint further directors

3 6 Article 13 of the Model Articles shall not apply to the company

4 Appointment of directors

4 1 The number of directors is not subject to any maximum, unless the company by ordinary resolution decides otherwise. The minimum number of directors is three.

4 2 Any person who is willing to act may be appointed as a director

4 2 1 by the company passing an ordinary resolution, or

4 2 2 by the holding company at any time giving written notice to the company in accordance with Article 9

4 3 The appointment of a director under Article 4 2 may be either to fill a vacancy or as an additional director

4 4 A director shall not be required to hold any share qualification

4 5 Article 17 of the Model Articles shall not apply to the company

5 Termination of director's appointment

5 1 The holding company may at any time give written notice to the company in accordance with Article 9, removing any director (however appointed) from office

6 Directors' remuneration

6 1 The directors may not, without the consent of the holding company, given in accordance with Article 9, determine the remuneration of any director in accordance with Article 19 (2) of the Model Articles

PART 3: SHARES AND DISTRIBUTIONS

7 Issue of shares

7 1 The company is a private company and accordingly

7 1 1 no offer shall be made to the public (whether for cash or otherwise) of any shares in or debentures of the company, and

7 1 2 no allotment or agreement to allot (whether for cash or otherwise) shall be made of any shares in or debentures of the

company with a view to all or any of those shares or debentures being offered for sale to the public

7 2 The directors may not, without the consent of the holding company, given in accordance with Article 9

7 2 1 allot, agree to allot or put under option any shares in the company, or

7 2 2 grant rights to subscribe for or to convert any security into shares in the company

7 3 No person dealing with the company shall be concerned to see or enquire as to whether any consent required under Article 7 2 has been obtained

7 4 In Article 22 of the Model Articles, in paragraph (1) there shall be substituted for the words following 'with such rights or restrictions' the words 'as may be determined by special resolution or attach such rights or restrictions to existing shares'

7 5 The provisions of Section 561 and 562 of the Act do not apply to the company

PART 4: DECISION-MAKING BY SHAREHOLDERS

8 Proceedings at general meetings

8 1 In Article 38 of the Model Articles, the existing article shall be renumbered 38(1) and there shall be added the following paragraph

8 1 1 '(2) One person entitled to vote shall be a quorum if that person is a duly authorised representative of the holding company '

8 2 In Article 44 of the Model Articles

8 2 1 in paragraph (2)(c) there shall be substituted for the words 'two or more persons having the right to vote on the resolution, or' the words 'any person having the right to vote on the resolution', and

8 2 2 paragraph (2)(d) shall be deleted

8 3 At any time when the company has only one member

8 3 1 any decision that may be taken by the company in general meeting may be taken by that member solely, and

8 3 2 such a decision is as effective as if agreed by the company in general meeting

8 4 Where a sole member takes a decision under Article 8 3, he must (unless that decision is taken by way of a written resolution) provide the company with written details of that decision

PART 5: ADMINISTRATIVE ARRANGEMENTS

9 Notices etc by holding company

9 1 This Article applies to

9 1 1 any notice given to the company by the holding company under any of Articles 2 1, 3 2, 4 2 or 5 1, and

9 1 2 any consent given by the holding company under Article 6 1 and 7 2

9 2 Any notice or consent referred to in Article 9 1 must be in writing and sent or supplied to the company in accordance with Article 48 of the Model Articles

9 3 Any notice or consent by the holding company must be signed on its behalf by

9 3 1 any two of its directors, or

9 3 2 any one of its directors and its secretary, or

9 3 3 some other person duly authorised for the purpose