

**HOPE CONSTRUCTION MATERIALS LIMITED**  
**(formerly called Hope Valley Holdings Limited)**

**Company No. 08284549**

**(the "Company")**

**MEMBER'S WRITTEN RESOLUTION**

THURSDAY



A26 \*A30701E1\* #308  
23/01/2014  
COMPANIES HOUSE

In accordance with Chapter 2 of Part 13 of the Companies Act 2006 (the "Act"), the following resolutions were agreed to as special resolutions as detailed below and were duly passed on 2<sup>nd</sup> December, 2013

**SPECIAL RESOLUTIONS**

- (1) That the articles of association of the Company be amended by inserting a new Article 24 as follows

"24 1 Notwithstanding anything contained in these Articles including but not limited to the provisions of Article 23

(a) the directors (or director if there is only one) of the Company may not decline to register any transfer of shares in the Company nor suspend registration of any such shares, and

(b) a holder of shares in the Company is not required to comply with any provision of the Articles which restricts the transfer of shares or which requires any such shares to be first offered to all or any current shareholders of the Company before any transfer may take place,

Where in any such case the transfer is or is to be

(a) executed by a bank or institution to which such shares have been mortgaged or charged by way of security (or by any nominee of such bank or institution) pursuant to a power of sale under such security,

(b) executed by a receiver or manager appointed by or on behalf of any such bank or institution under any such security, or,

(c) to any such bank or institution (or to its nominee) pursuant to any such security

24 2 A certificate by any officer of such bank or institution that the shares were so charged and the transfer was so executed shall be conclusive evidence of such facts

24 3 Notwithstanding any other provision of these Articles any rights of pre-emption described shall not apply in respect of any shares which are charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution

24.4 Notwithstanding any other provision in these articles of association, any lien on shares which the Company has shall not apply in respect of any shares which have been charged by way of security to a bank or financial institution or a subsidiary of a bank or financial institution or which are transferred in accordance with the provisions of this Article "

(2) That the existing articles of association shall be renumbered accordingly



**Amit Bhatia**  
**Director**

Dated 2<sup>nd</sup> December, 2013