


Registered No. SC045228

		
SCT	SHUE1MMQ	0144
COMPANIES HOUSE		14/07/03
SCT	SHGTEMHZ	0197
COMPANIES HOUSE		09/07/03

COMPANIES ACTS 1985 TO 1989

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

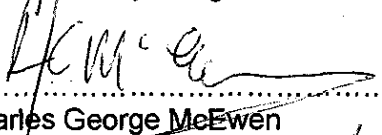
WILLIAM JOHNSTON & CO (ENGINEERS) LIMITED

We, the undersigned, being all the members of William Johnston & Co (Engineers) Limited ("the Company") who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company at which the agreement for the purchase by the Company of shares in the Company from Janie McCallum Holmes McKnight is considered, in accordance with the provisions of Section 381A of the Companies Act 1985 (as amended) and pursuant to the powers and authorities contained in the Articles of Association of the Company HEREBY RESOLVE as follows the resolution to take effect as a special resolution:-

"THAT the Company be authorised to enter into an agreement with Janie McCallum Holmes McKnight to purchase 500 Ordinary Shares of £0.01 each in the capital of the Company in terms of the draft agreement attached hereto."


Janette Jeffrey Craig McEwen

2/7/3
Date


Charles George McEwen

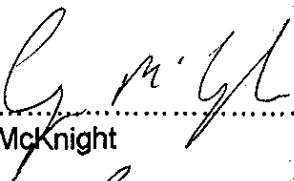
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Joanna McKnight

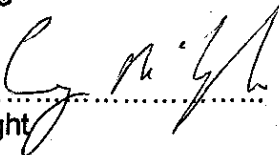
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Richard McKnight

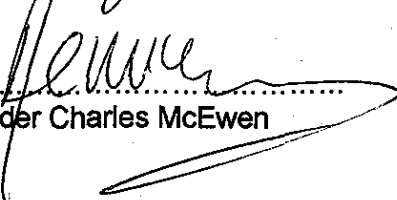
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.....
Stuart McKnight

2/7/3
.....
Date

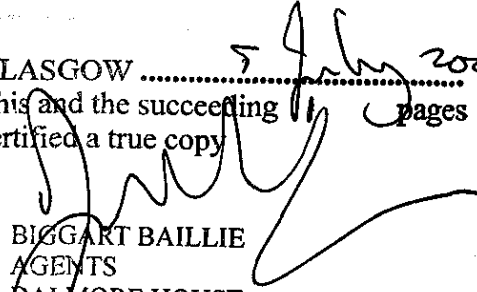

.....
Craig McKnight

2/7/3
.....
Date


.....
Alexander Charles McEwen

2/7/3
.....
Date

GLASGOW 5 July 2003
This and the succeeding pages
certified a true copy


BIGGART BAILLIE
AGENTS
DALMORE HOUSE
310 ST. VINCENT STREET
GLASGOW G2 5QR

AGREEMENT

between

WILLIAM JOHNSTON & CO (ENGINEERS) LIMITED

and

JANIE McCALLUM HOLMES McKNIGHT

2003

**Re: Purchase by William Johnston & Co
(Engineers) Limited of its own shares**

**BIGGART BAILLIE
Solicitors
Glasgow & Edinburgh**

AGREEMENT

between

WILLIAM JOHNSTON & CO
(ENGINEERS) LIMITED, incorporated
under the Companies Acts (with registered
number SC045228) and having its
Registered Office at 39 Mauchline Street,
Glasgow, G5 8HQ ("the Company") OF
THE FIRST PART

and

JANIE McCALLUM HOLMES McKNIGHT,
residing at Campbell Court, 11 Burnside
Gate, Burnside, Glasgow, G73 5BS ("the
Vendor") OF THE SECOND PART

WHEREAS:-

- (A) The Company has an authorised share capital of £50,000 divided into 816 Redeemable Preference Shares of £1 each, 4,917,400 Ordinary Shares of 1p each and 1,000 B Ordinary Shares of 1p each;
- (B) The Vendor wishes to sell 500 Ordinary Shares ("the Sale Shares");
- (C) Pursuant to the Articles of Association the Company has authority to purchase its own shares and enter into these presents.

NOW THEREFORE IT IS HEREBY AGREED AND DECLARED as follows:-

- 1. The Company shall purchase from the Vendor and the Vendor shall deliver to the Company the Sale Shares.
- 2. The consideration for the said purchase shall be the payment by the Company to the Vendor of the sum of £10 per Ordinary Share being a total consideration of £5,000. The Company has confirmed with the Board of the Inland Revenue that the payment will not be treated as a qualifying distribution within the meaning of Section 14(2) of the Income and Corporation Taxes Act 1988.

3. The Sale Shares shall be delivered to the Company by the Vendor free from all liens, charges or other encumbrances and together with the benefit of all (if any) dividends or other distributions declared, paid or made thereon.

4. The execution of this Agreement by the Vendor shall be deemed to signify the cancellation of the Sale Shares as at the date of completion hereof.

5. Completion of this Agreement shall take place upon the execution hereof by the parties or on such other date as the parties hereto may agree when:-

5.1. the Vendor shall deliver to the Company the share certificates for the Sale Shares; and

5.2. the Company shall pay to the Vendor by cheque the sums due in terms of Clause 2 hereof.

IN WITNESS WHEREOF these presents are executed as follows:-

SUBSCRIBED for and on behalf of WILLIAM
JOHNSTON & CO (ENGINEERS) LIMITED

at

on the day of 2003

by _____, one of its

Directors before this witness:-

Director

Witness

Full Name

Address

.....

SUBSCRIBED by JANIE McCALLUM
HOLMES McKNIGHT

at

on the day of 2003

before this witness:-

Witness

Full Name

Address
