

**WINDSOR POLO FIELDS LIMITED
ATTACHMENT TO NOTICE OF ANNUAL GENERAL MEETING
TO BE HELD WEDNESDAY, 9 JANUARY 2002**

INSERT AS PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

Insert as Clause 4A

4A INCOME AND PROPERTY

The income and property of the Company whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this (Memorandum of Association) Constitution; and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or employee of the Company, or to any member of the Company, in return for any services actually rendered to the Company, nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by the Company's bankers for overdrawn accounts on money lent or reasonable and proper rent for premises demised or let by any member to the Company.

Insert as Clause 4B

4B WINDING UP

If upon the winding up or dissolution of the Company there remains after satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other institution, or institutions having objects similar to the objects of the Company an institution to which approval has been granted pursuant to Section 30-15 of the Income Tax Assessment Act 1997 as amended, which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4A of this (Memorandum of Association) Constitution such institution or institutions to be determined by the members of the Company at or before the time of dissolution and if and so far as effect cannot be given to the aforesaid provision then to some charitable objects.

Clause 39 add "Provided that no shares may be issued which entitle the holder thereof to receive any dividend from the company or participate in any surplus on winding up of the Company".

Clause 85 to be deleted and substitute "The directors shall not be entitled to be paid any fee or remuneration for their service."

Clause 105(p) delete

Clauses 125 to 139 delete

Clause 148 and 149 delete

Clauses 151 to 153 delete