

NOTICE OF EXTRAORDINARY GENERAL MEETING

ABLE ENGINEERING LIMITED

COMPANY NUMBER: 2192690

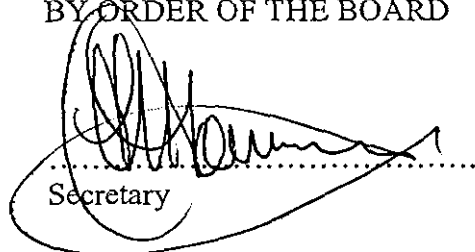
NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of the Shareholders of the Company will be held at the Company's Registered Office at 22-26 King Street, King's Lynn, Norfolk, PE30 1HJ on 22nd day of October 2004 at 10 a.m. to consider and if deemed fit to approve the following Resolutions, namely:

SPECIAL RESOLUTION

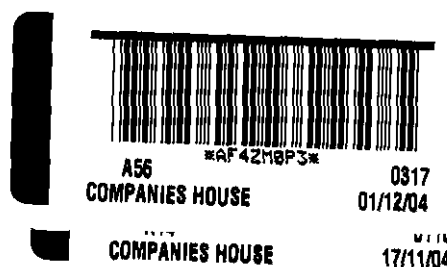
1. That the attached Contract (a further copy of which has today been deposited at the Company's Registered Office) for the purchase by the Company of some of its Shares upon the terms set out therein be approved.

Dated the 24th day of September 2004

BY ORDER OF THE BOARD


Secretary

Registered Office:
22-26 King Street
King's Lynn
Norfolk
PE30 1HJ



A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his place. A proxy need not be a member.

MARKET PURCHASE CONTRACT

Date: 22 October 2004

Parties: Able Engineering Limited

1. The persons whose name and address is set out in the first and second columns of the First Schedule ("the Vendors")
2. Able Engineering Limited registered in England, number 3681015 whose registered office is at 22-26 King Street, King's Lynn, Norfolk, PE30 1HJ ("the Company")

Recitals:

1. By an Agreement made on or about 1st August 2004 between parties hereto, the Vendors agreed to sell and the Company agreed to purchase the shareholdings set out in the First Schedule for the consideration also set out in the First Schedule.
2. Notwithstanding payment of the said consideration the said shareholdings were not transferred to the Company as a result of a failure to comply with the provisions of the Companies Act 1985.
3. In order to properly complete the said Agreement, the parties now wish to give effect to the transfer of the said shareholdings to the Company.
4. The Company was incorporated in England on 12 November 1987, registered number 2192690 and has at the date hereof an authorised and issued share capital as shown in the Second Schedule.
5. Pursuant to:-
 - i. The powers conferred in Part 5 of the Companies Act 1985
 - ii. Article 35 of the Articles of Association of the Company and
 - iii. A special resolution passed at an extraordinary General Meeting of the Company held on 12th January 2004; the Company proposed to enter into this Agreement with the Vendors to purchase shares in the Company owned by the Vendors on the terms set out in this Agreement.

Operative Provisions

1. Each of the Vendors shall sell and the Company shall purchase free from all liens, charges and encumbrances, the number and class of shares in the Company set opposite the respective names of each of the Vendors in the third column of the First Schedule.
2. The purchase price for each share shall be the sum set out in the fourth column of the First Schedule.

3. Completion of the sale and purchase of the shares shall hereby agree to be sold and purchase shall take place at the registered office at 10 a.m. on 22 October 2004 when each of the Vendors shall deliver to the Company the share certificates in respect of the number of shares to be sold by them pursuant to this Agreement.

SCHEDULE 1

Vendor	Address	Number and Class of Shares	Consideration
Mrs S Grimes	36 Northgate Way Terrington St Clement King's Lynn Norfolk	5000 Ordinary £1 shares	£7.70 per share

SCHEDULE 2

Authorised Share Capital	Number and Description of Shares	Issued Share Capital
£50,000	50,000 £1 shares	20,000 £1 shares

Signed by the Vendors:



Signed for and on behalf of the Company:



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