**SHAREHOLDERS RESOLUTION**

**APPROVING VOLUNTARY DISSOLUTION OF THE COMPANY**

**DULY PASSED ON [DATE]**

**VOLUNTARY DISSOLUTION OF THE COMPANY**

On motion duly seconded, it was unanimously resolved that:

1. The Company petition the [SPECIFY GOVERNMENT AGENCY] for the voluntary dissolution of the Company in accordance with Section [SPECIFY] of [COUNTRY/STATE/PROVINCE COMPANIES ACT/LAW], with effect as of and from [DATE] (the “Effective Time”).
2. The Company ceased to carry on business and that it carries on no other activities except, if necessary, to give effect to the distribution of its property and the discharge of its debts and obligations.
3. The directors of the Company be, and they are hereby, authorised and directed to cause the Company to distribute any of its property and discharge any of its debts and obligations.
4. The Company give notice of its intention to apply for its dissolution in the [NAME OF THE NEWSPAPER], a [CITY]-based newspaper and published and distributed as near as may be to the head office of the Company.
5. The Company enter into an agreement with [COMPANY NAME] pursuant to which the Company sells, assigns and transfers all of its property and assets to [COMPANY NAME] in consideration for [COMPANY NAME] assuming all of the Company’s debts and obligations and agreeing to discharge same, the whole substantially upon the terms and conditions set forth in the draught general conveyance agreement which has been reviewed by the shareholders of the Company (the “General Conveyance Agreement”).
6. The General Conveyance Agreement be, and it is hereby, approved.
7. Any director of the Company, be, and he or she is hereby, authorised to execute the General Conveyance Agreement for, on behalf and in the name of the Company, with such amendments thereto as he or she in his/her discretion may judge essential or useful in order to give effect to this resolution and to execute such other agreements, deeds, documents and writings and perform and do such other acts and things which he or she in his/her discretion may consider being essential or useful for the purpose of giving effect to this resolution.

Upon the distribution of its assets and the discharge of its liabilities pursuant to the General Conveyance Agreement, the Company be, and it is hereby, authorised to take all essential or useful proceedings in order to give effect to its voluntary dissolution as of the Effective Time, including, without limitation, the execution and filing with [SPECIFY GOVERNMENT AGENCY] of a Petition for Dissolution in accordance with Section [SPECIFY] of [COUNTRY/STATE/PROVINCE COMPANIES ACT/LAW].

WHEREAS, all actions by the Officers and Directors from [DATE] to [DATE] have been duly presented to the shareholders at a shareholders' meeting duly called and assembled, be it:

FURTHER RESOLVED, that the shareholders of [YOUR COMPANY NAME] hereby ratify all actions of the Officers and Directors as presented to the shareholders.

It is hereby certified by the undersigned that the foregoing resolution was duly passed by the Shareholders of the above-named Company on the [DAY] day of [MONTH, YEAR], in accordance with the Memorandum or By-Laws and Articles of Incorporation of the Company and the laws and by-laws governing the Company and that the said resolution has been duly recorded in the Minute Book and is in full force and effect.

[DIRECTOR]

[DIRECTOR]

[MAIN SHAREHOLDER]

[MAIN SHAREHOLDER]