G

COMPANIES FORM No. 155(6)a

Declaration in relation to assistance for the acquisition of shares.

155(6)a

Picese do not swite in this matgin Pursuant to section 155(6) of the Companies Act 1986

Name of company  **Oryx U.K. (Kakap) Limited  **Oryx U.K. (Kakap) Limited  **Wet* Robert Charles Williams of 903 The Commanght, 187 Liverpool Stree  Sydney, NSW 2000, James Trevor Bornabrook of Middle Luxton, Upported Honiton, Devon, England EX14 9PA and Phillip Arthur Vingoe of  Bluebell Corner, Deadhearn Lane, Chalfont St. Giles, Bucks EP8 49  [danactardnessed] all the directors from the above company do solemnly and sincerely decident the business of the company is:  **Action of the company is proposing to give financial assistance in connection with the acquisition of shere size apparation of the purpose of the acquisition of shere size apparation of the purpose of the acquisition of the company is for the purpose of that acquisition of the acquisition of the assistance is for the purpose of that acquisition of the acquisi	ably or laring	To the Registrar of Companies	For official use	Company number
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And If we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at SUDNEY AUSTRAUA
the 20 day of June
One thousand nine hundred and NIMETY FIVE
before me
A Commissioner for Oaths or Notary Public or Justice of
the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.
A FOLICITOR OF THE SUPREME COURT

Declarants to sign below

OF NEW SOUTH WALES.

# NOTES

- 1 For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- 2 Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- 3 Contingent and prospective liabilities of the company are to be taken into account—see section 156(3) of the Companies Act. 1985.
- 4. The auditors report required by section 156(4) of the Compenies Act 1985 must be annexed to this form.



Chartered Accountants
 Rolls House
 7 Rolls Buildings
 Fetter Lane
 London EC4A 1NH

# Phone: 0171 928 2000 Telex: 888604 Fax: 0171 405 2147 CDE & LDE Box 241

#### PRIVATE AND CONFIDENTIAL

The Directors
Oryx UK (Kakap) Limited
Middle Luxton
Upottery
Devon
EX14 9PA

20 June 1995

CSD2/EC/HCC

Dear Sirs

REPORT OF THE AUDITORS TO THE DIRECTORS OF ORYX UK (KAKAP) LIMITED PURSUANT TO SECTION 156(4) OF THE COMPANIES ACT 1985

We have examined the attached statutory declaration of the directors in connection with the financial assistance proposed to be given by Oryx UK (Kakap) Limited ("the company") for the purchase of ordinary shares in Oryx UK (Indonesia Holdings) Limited.

### **BASIS OF OPINION**

We have enquired into the state of affairs of the company so far as necessary for us to review the bases for the statutory declaration.

## **OPINION**

We are not aware of anything to indicate that the opinion expressed by the directors in the attached declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Ernst & Young

Registered auditors

De j.

Company number 707927

COMPANIES HOUSE 03/07/95

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

ORYX U.K. (KAKAP) LIMITED

We, the persons whose names appear below, being all the members of the Company entitled to vote at General Meetings of the Company, hereby resolve upon the following resolution which shall be as valid and effectual as if it had been passed as a Special Resolution at a General Meeting of the Company duly convened and held:-

### SPECIAL RESOLUTION

## THAT:

- (A) subject to compliance with Sections 155-158 of the Companies Act 1985 (the "Act"), the entering into by the Company of a deed of guarantee and indemnity (the "Indemnity") with Indosuez Australia Limited ("Indosuez") and others to guarantee to Indosuez, inter alia, the due and punctual payment and satisfaction of amounts owing to it under a term loan agreement dated 18th May, 1995 between Indosuez and Novus Finance Pty Ltd is hereby approved;
- (B) the entering into of the Indennity is in the best interests of the Company and the approval to the Company to enter into such Indennity is given notwithstanding that the Company might be held to be giving financial assistance for the purposes of Sections 151 and 152 of the Act;
- (C) the Directors provide for the entry into on behalf of the Company of an Indemnity in the form of the draft produced to the meeting initialled by the Chairman for the purposes of

P.

identification with such amendments as persons authorised to execute the same may approve; and

(D) this resolution shall have effect notwithstanding any provision of the Company's Articles of Association."

SIGNED by Robert Williams ) for and on behalf of Oryx U.K. ) (Indonesian Holdings) Limited )

les.

SIGNED by Robert Williams ke ...

Dated AD June, 1995

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COMPANIES FORM No. 155(6)a

Declaration in relation to . assistance for the acquisition of shares.



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Pursuant to section 155(6) of the Companies Act 1985

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And If we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

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One thousand nine hundred ar

before me minissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on

a Commissioner for Oaths.

Declarants to sign below

## NOTES

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- 4. The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.



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### PRIVATE AND CONFIDENTIAL

The Directors
Oryx UK (Kakap) Limited
Middle Luxton
Upottery
Devon
EX14 9PA

**20<sup>th</sup>** June 1995

CSD2/EC/HCC

Dear Sirs

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We have examined the attached statutory declaration of the directors in connection with the financial assistance proposed to be given by Oryx UK (Kakap) Limited ("the company") for the purchase of ordinary shares in Oryx UK (Indonesia Holdings) Limited.

#### **BASIS OF OPINION**

We have enquired into the state of affairs of the company so far as necessary for us to review the bases for the statutory declaration.

#### **OPINION**

We are not aware of anything to indicate that the opinion expressed by the directors in the attached declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.

Ernst & Young

Registered auditors

COMPANIES FORM No. 155(6)a

Declaration in relation to . assistance for the acquisition of shares.

155(6)a

COMPANIES HOUSE OU. V...

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Pursuant to section 155(6) of the Companies Act 1986

To the Registrar of Companies	For official use	Company number
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Declared of the Many Mouse, Monifor Deva EX1486J.

Deciarants to sign below

One thousand nine hundred and

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before me

A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

## **NOTES**

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Phone: 0171 928 2000
 Telex: 888604
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#### PRIVATE AND CONFIDENTIAL

The Directors
Oryx UK (Kakap) Limited
Middle Luxton
Upottery
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EX14 9PA

June 1995

CSD2/EC/HCC

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Ernst & Young

Registered auditors