

MACQUARIE INTERNATIONALE HOLDINGS LIMITED ("the Company")

Company Number: 2579363

WRITTEN RESOLUTIONS of the SOLE MEMBER of the Company

Pursuant to the provisions of Section 381A of the Companies Act 1985, the following is a Resolution in writing signed by the Sole Member for the time being of the Company entitled to receive notice of and to attend and vote at General Meetings of the Company and shall for all purposes be as valid and effective as if the same had been passed as an Ordinary Resolution and as Special Resolutions respectively, at a General Meeting of the Company duly convened and held.

As an Ordinary Resolution:

It is **RESOLVED** that the authorised share capital of the Company be increased from 100 ordinary shares of par value GBP 1 and 30,000 redeemable preference shares of par value KRW 1 million, by the creation of an additional 10,000 redeemable preference shares of par value KRW 1 million to rank pari passu with the existing authorised redeemable preference shares in the Company.

As Special Resolutions:

It is **RESOLVED** that the Memorandum of Association of the Company be altered by replacing Article 5[A] with the following:

"The share capital of the Company as at the date of adoption of this Article is 100 Ordinary Shares of GBP 1 each and 40,000 Non-cumulative Redeemable Class A Preferred Shares of Korean Won 1,000,000 each."



DENNIS LEONG, Authorised Representative


On behalf of Macquarie Bank Limited

24 May 2004

Date



CERTIFIED A TRUE AND COMPLETE
COPY OF THE ORIGINAL


Robert Tallentire, Company Secretary
Macquarie Internationale Holdings Ltd

11-6-04 14.