

COMPANIES FORM No. 88(2)(Rev 1988)

Return of allotments of shares

Pursuant to section 88(2) of the Companies Act 1985 (the Act)

Please do not write in this margin

To the Registrar of Companies (address overleaf) (see note 1)

Please complete legibly, preferably in black type, or bold block lettering

This form replaces forms PUC2, PUC3 and 88(2)

(REVISED 1988

Company number 2902926

1. Name of company

- * insert full name of company
- PIONEER INTERNATIONAL GROUP HOLDINGS LIMITED
- This section must be completed for all allotments

t Distinguish between ordinary. proference, etc.

Description of sharest "C" Redeemable Preference A Number allotted <u>150,000,000</u> B Nominal value of each us X \$1 £ C Total amount (if any) paid or due and payable on each share (including premium if any) ys X \$1

5 Complete (a) or (b) as appropriate

I	Date(s) on which the shares were allotted
Ĭ	(a) [on 14 AUGUST 19 97]\$, or
Į	(b) [from
l	The names and addresses of the allottees and the number of shares allotted to each should be given overleaf
L	given overleaf
9	If Alexander

3. If the allotment is wholly or partly other than for cash the following information must be given

D Extent to which eac Please use percenta	h share is to be treated as paid up.	
E Consideration for v shares were allotte		
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- 1. This form should be delivered to the Registrar of Companies within one month of the (first) date of
- 2. If the allotment is wholly or partly other than for cash, the company must deliver to the Registrar a return containing the information at D & E. The company may deliver this information by completing D & E and the delivery of the information must be accompanied by the duly stamped contract required by section 88(2)(b)of the Act or by the duly stamped prescribed particulars required by section 88(3)
- 3. Details of bonus issues should be included only in section 2.

Presentor's name, address, telephone number and reference (if any):

Slaughter and May 35 Basinghall Street London EC2V 5DB (Ref: PMO/HLD)

For official use



Post room

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27-08-97

4. Names and addresses of the allottees

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Names and Addresses	Number of shares allotted			
	Ordinary	Preference	Other	
PIONEER INTERNATIONAL HOLDINGS			150,000,000	
PTONEER INTERNATIONAL MODIFIED PTY LIMITED (ACN 050 110 175) COVERNOR OHILLIP TOWER LEVEL 46 1 FARRER PLACE SYSNEY NEW 2000				
GOVERNOR SHILLIP TOWER				
LEVEL 46 1 FARRER DLACE			<u></u>	
SYSMEY NEW JOOG				
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	<u> </u>		150,000,000	

Please do not write in the margin

Please complete legibly, preferably in black type , or bold block lottering

Where the space given on this form is inadequate, continuation sheets should be used and the number of sheets attached should be indicated in the box opposite:

Designation Coultry Fractifally Date 20 1819

Companies registered in England and Wales or Wales should deliver this form to:-

Companies registered in Scotland should deliver this form to:-

The Registrar of Companies Companies House Crown Way Maindy Cardiff CF4 3UZ

Signed_

The Registrar of Companies Companies House 37 Castle Terrace Edinburgh EH1 2EB

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‡ Insert Director,

Socretary, Administrator, Administrative Receiver, or Receiver (Scotland) as

appropriate

OYEZ The Solicitors' Law Stationery Society Ltd, Oyez House, 7 Sps Road, London SE16 300

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