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88(2)

Return of allotments of shares

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

(REVISED 1988)**This form replaces forms
PUC2, PUC3 and 88(2)**Please do not
write in this
margin

CHA 116

Please complete
legibly, preferably
in black type, or
bold block letteringTo the Registrar of Companies **(address overleaf)**
(See note 1)

Company number

2902926

1. Name of Company

* Insert full name
of company

* PIONEER INTERNATIONAL GROUP HOLDINGS LIMITED

2. This section must be completed for all allotments

† Distinguish
between
ordinary,
preference, etc.

Description of shares †	A Redeemable	Preference	AUD Ord.
A Number allotted		2,000,000	100,000
B Nominal value of each		Aus\$1 £	Aus\$1
C Total amount (if any) paid or due and payable on each share (including premium if any)	Aus\$ 316.4627 £		Aus\$ 66.7408

§ Complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on 26th June 19 95] \$, or

(b) [from 19 to 19] \$

The names and addresses of the allottees and the number of shares allotted to each should be given overleaf

3. If the allotment is wholly or partly other than for cash the following information must be given
(see notes 2 & 3)

D Extent to which each share is to be treated as paid up. Please use percentage.	N/A		
E Consideration for which the shares were allotted	N/A		

Notes

1. This form should be delivered to the Registrar of Companies within one month of the (first) date of allotment
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) (Form No 88(3)).
3. Details of bonus issues should be included only in section 2.

Presentor's name, address,
telephone number and reference
(if any):Denton Hall
5 Chancery Lane
Clifford's Inn
London
EC4A 1BU
Tel: 0171 242 1212
Ref: APD/x3760

For official use



Please do not
write in the
margin

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

Names and Addresses	Number of shares allotted		
	Ordinary	A Preference	Other
PIONEER INTERNATIONAL HOLDINGS PTY LIMITED	100,000	2,000,000	
Total			

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:

Signed

Designation ‡

SECRETARY

Date _____

e 14/7/95

‡ Insert director, secretary, Administrator, Administrative Receiver or Receiver (Scotland) as appropriate

Companies registered in Scotland
should deliver this form to:-

The Registrar of Companies
Companies Registration Office
102 George Street
Edinburgh
EH2 3DJ