



88(2)

Please complete in typescript,
or in bold black capitals
CHFP029

Return of Allotment of Shares

Company Number

2902926

Company name in full

PIONEER INTERNATIONAL GROUP HOLDINGS LIMITED

Shares allotted (including bonus shares):

Date or period during which
shares were allotted
(If shares were allotted on one date
enter that date in the "from" box)

From
Day Month Year
0 8 1 2 2 0 0 0

To
Day Month Year
| | | | | | | |

Class of shares
(ordinary or preference etc)

ORDINARY

Number allotted

6,437,738

Nominal value of each share

AUS\$1.00

Amount (if any) paid or due on each
share (including any share premium)

AUS\$168.00

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be
treated as paid up

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Consideration for which
the shares were allotted
(This information must be supported by
the duly stamped contract or by the duly
stamped particulars on Form 88(3) if the
contract is not in writing)

When you have completed and signed the form send it to
the Registrar of Companies at:

Companies House, Crown Way, Cardiff CF14 3UZ DX 33050 Cardiff
For companies registered in England and Wales

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB DX 235
For companies registered in Scotland Edinburgh

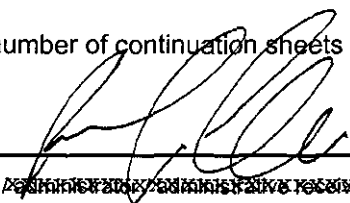


Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted	
Name <u>PIONEER INTERNATIONAL HOLDINGS PROPRIETARY LIMITED</u> Address <u>GOVERNOR PHILLIP TOWER, LEVEL 46, 1 FARRER PLACE,</u> <u>SYDNEY, NEW SOUTH WALES 2000, AUSTRALIA</u> UK Postcode <u> L L L L L L L </u>	Class of shares allotted <u>ORDINARY AUS\$1</u>	Number allotted <u>6,437,738</u>
Name Address UK Postcode <u> L L L L L L L </u>	Class of shares allotted 	Number allotted
Name Address UK Postcode <u> L L L L L L L </u>	Class of shares allotted 	Number allotted
Name Address UK Postcode <u> L L L L L L L </u>	Class of shares allotted 	Number allotted
Name Address UK Postcode <u> L L L L L L L </u>	Class of shares allotted 	Number allotted

Please enter the number of continuation sheets (if any) attached to this form

Signed



Date

13/12/00

A director secretary Administrator Administrative receiver Receiver manager Receiver

Please delete as appropriate

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

Miss G E M Parsons ACIS	
Hanson PLC, 1 Grosvenor Place, London SW1X 7JH	
Tel (0)20 7245 1245	
DX number	DX exchange