

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

G

Return of allotments of shares

88(2)

CHA 101

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

(REVISED 1988)
This form replaces forms
PUC2, PUC3 and 88(2)

To the Registrar of Companies (address on page 2)
(see note 1)

Company Number

3198330

1. Name of company

insert full name
of company

Rouse & Co. International Limited

2. This section must be completed for all allotments

† distinguish
between
ordinary
preference, etc

Description of shares †	Ordinary Shares		
A Number allotted	482,329		
B Nominal value of each	£0.10	£	£
C Total amount (if any) paid or due and payable on each share (including premium if any)	£1.80	£	£

§ complete
(a) or (b) as
appropriate

Date(s) on which the shares were allotted

(a) [on **28 September 1998**] \$, or

(b) [from to] \$

The names and addresses of the allottees and the number of shares allotted to each should be given on page 2

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	%	%	%
E Consideration for which the shares were allotted			

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.

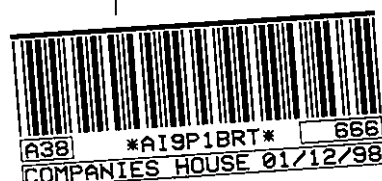


Presenter's name, address, telephone number and reference (if any):

**Baker Tilly
Norfolk House
187 High Street
Guildford
Surrey GU1 3AZ**

For official use

Post room



4. Names and addresses of the allottees

Names and Addresses	Number of shares allotted		
	Ordinary	Preference	Other
Stuart David Adams			
24 Osmond Gardens, Wallington, Surrey, SM6 8SU,	73,177		
Rupert Alan Ross-Macdonald			
J1 Gedung Hijau 1 No 56, Pondok Indah, Jakarta, 12310, Indonesia,	86,316		
Peter Edward Rouse			
No 1 Tandridge Court, Tandridge Lane, Oxted, Surrey, RH8 9NJ,	142,473		
Anthony James Tweedale Willoughby			
3 Northstead Road, London, SW2 3JN,	79,536		
Gareth Davies			
Level 5, Maison Pasteur, 180 Pasteur, District 1, Ho Chi Minh City, Vietnam,	11,765		
Edward A Hardcastle			
Suite 803, Twin Towers, Beniyas Road, (PO Box 31778), Dubai, United Arab Emirates,	12,000		
Barbara Helen Elizabeth Halliday			
33 Altair Road, Northwood, Middlesex, HA6 3JH, Great Britain,	17,532		
Ms Shireen Peermohamed			
Tudor House, Bridge End, Newport, Essex, CB11 3TH, Great Britain,	11,765		
Tim Lovell			
42 Stradella Road, London, SE24 9HA, Great Britain,	12,000		
Blan Zizhen			
14-17-3, Cui Wei Xi Li, Beijing, 100036, China,	11,765		
Total	482,329	0	0

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:

1

§ Insert
Director
Secretary,
Administrator,
Administrative
Receiver or
Receiver
(Scotland) as
appropriate

Signed *John J. Byrne* Designation *Secretary* Date *26/11/98*

Companies registered in England and Wales
or Wales should deliver this form to:-
The Registrar of Companies
Companies House
Crown Way
Cardiff CF4 3UZ

Companies registered in Scotland
should deliver this form to:-
The Registrar of Companies
Companies House
37 Castle Terrace
Edinburgh EH1 2EB

Form 88(2) continuation sheet

Company Number

3198330

4. Names and addresses of the allottees (continued)

[illegible]