

THE COMPANIES ORDINANCE (CHAPTER 32)

ORDINARY RESOLUTION

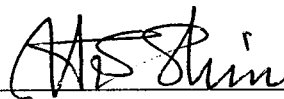
of

KDB ASIA LIMITED
產銀亞洲金融有限公司

Passed on the 24th day of July 2002.

At an Extraordinary General Meeting of the members of the Company duly convened and held at Suite 2101-3, Two Exchange Square, 8 Connaught Place, Central, Hong Kong on the 24th day of July 2002 the following resolution was duly passed as an Ordinary Resolution of the Company :-

“THAT the authorised capital of the Company be increased from US\$60,000,000 to US\$70,000,000 by the creation of 10,000,000 new shares of US\$1.00 each, such new shares upon issue are to rank pari passu in all respects with the existing shares of the Company.”



CHAIRMAN
HAK SOO SHIN

Certified true copy
DEODAND (SERVICES) LIMITED



.....
Secretaries for KDB Asia Limited

THE COMPANIES ORDINANCE (CHAPTER 32)

ORDINARY RESOLUTION

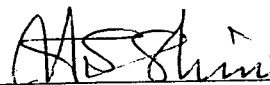
of

KDB ASIA LIMITED
產銀亞洲金融有限公司

Passed on the 24th day of July 2002.


At an Extraordinary General Meeting of the members of the Company duly convened and held at Suite 2101-3, Two Exchange Square, 8 Connaught Place, Central, Hong Kong on the 24th day of July 2002 the following resolution was duly passed as an Ordinary Resolution of the Company :-

“THAT pursuant to Section 57B of the Companies Ordinance, the directors be and they are hereby authorised to issue and allot 10,000,000 shares of US\$1.00 each at par value to The Korea Development Bank and that the Secretary be authorised to issue a share certificate to the abovenamed allottee under the Common Seal of the Company.”



CHAIRMAN
HAK SOO SHIN

Certified true copy
DEODAND (SERVICES) LIMITED



.....
Director

Secretaries for KDB Asia Limited

Companies Registry
公司註冊處Notification of Increase in
Nominal Capital
名義資本增加通知書

Company Number 公司編

164655

1 Company Name 公司名稱

KDB Asia Limited
產銀亞洲金融有限公司

2 Particulars of resolution authorizing the increase in nominal capital 批准名義資本增加的決議詳情

Type of resolution 決議類別

Date 日期

Ordinary Resolution

| | | |
|------|------|--------|
| 24 | 7 | 2002 |
| DD 日 | MM 月 | YYYY 年 |

3 Changes in Nominal Capital 名義資本的更改

A Registered Capital 註冊資本

USD60,000,000.00

B Additional Capital 所增加的資本

USD10,000,000.00

C New Capital 資本

USD70,000,000.00

4 Details of Additional Capital 所增加的資本的詳情

| Class of Shares 股份類別 | No. of Shares 股份數目 | Nominal Value of Each Share 每股的面值 | Conditions subject to which the new shares have been or are to be issued 已發行或將發行的 股份所須符合的條件 |
|-------------------------|-----------------------|---|---|
| Ordinary | 10,000,000 | USD1.00 | Such new shares shall rank pari passu in all respects with the relevant existing shares of the Company. |

Signed 簽名 :

Name 姓名 : Hak Soo SHIN

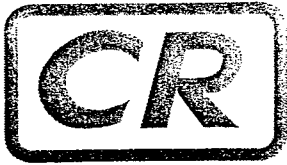
Date 日期 : 24th July 2002

Director 董事 / Secretary 秘書

Presenter's Name and Address
提交人的姓名及地址Deodand (Services) Limited
Room 3501, 35th Floor, Gloucester Tower,
The Landmark, 11 Pedder Street, Central,
Hong Kong.
Tel. No.: 2523-8181
Our Ref.: EC:ch (COSEC)
Doc. No.: KDB0032For Official Use
請勿填寫本欄Your Receipt
Companies Registry
H.K.Certified true copy
DEODAND (SERVICES) LIMITED

Director
Secretaries for KDB Asia Limited

| | |
|-------------|-------------|
| 26/07/2002 | CC417395 |
| CR No. : | -164655- |
| Sh. Form : | SC4 |
| 04 | \$30,000.00 |
| TOTAL (CHK) | \$30,000.00 |

Return of Allotments
股份分配申報表Companies Registry
公司註冊處

Company Number 公司編

164655

1 Company Name 公司名稱

KDB Asia Limited
產銀亞洲金融有限公司

2 Date(s) of Allotment 分配日期

| | | |
|------|------|--------|
| 24 | 7 | 2002 |
| DD 日 | MM 月 | YYYY 年 |

to
至

| | | |
|------|------|--------|
| | | |
| DD 日 | MM 月 | YYYY 年 |

3 Totals of this Allotment 此股份分配的總款額:-

Nominal Amount Paid and Payable
已繳及應繳的總面額

USD 10,000,000.00

Premium Amount Paid and Payable [(A) + (B)]
已繳及應繳的溢價總額 [(A)+(B)]

(Nil)

4 Cumulative Total of Paid-up Capital (Including this Allotment)
累積繳足股款總額 (包括此分配)

USD 70,000,000.00

5 Shares Allotted for Cash 用現金支付的分配股份

| Class of Shares 股份類別 | No. of Shares Allotted 獲分配的股份數目 | Nominal Value of Each Share 每股的面值 | Amount Paid and Payable on Each Share 每股已/應繳付的款額 | | Premium on Each Share 每股的溢價款額 | Total Premium Paid and Payable (A) 已繳及應繳的溢價總款額 |
|-------------------------|------------------------------------|--------------------------------------|---|----------------|----------------------------------|---|
| | | | Paid 已繳付 | Payable 應繳付 | | |
| Ordinary USD | 10,000,000 | 1.00 | 1.00 | 0.00 | 0.00 | 0.00 |
| | | | | | | |
| | | | | | | |

Presenter's Name and Address
提交人的姓名及地址Deodand (Services) Limited
Room 3501, 35th Floor, Gloucester Tower,
The Landmark, 11 Pedder Street, Central,
Hong Kong.
Tel. No.: 2523-8181
Our Ref.: EC:ch (COSEC)
Doc. No.: KDB0033For Official Use
請勿填寫本欄Certified true copy
DEODAND (SERVICES) LIMITED

Director
Secretaries for KDB Asia Limited


Return of Allotments (SC1)

Company Number 公司編

股份分配申報表

164655

Page 2 第二頁

6 Shares Allotted for other than Cash 非現金支付的分配股份

| Class of Shares 股份類別 | No. of Shares Allotted 獲分配的股份數目 | Nominal Value of Each Share 每股的面值 | Amount Treated As Paid on Each Share 每股被視作已繳付的款額 | Premium on Each Share 每股的溢價款額 | Total Premium Paid and Payable (B) 已繳及應繳的溢價總款額 |
|-------------------------|------------------------------------|--------------------------------------|---|----------------------------------|---|
| N/A | | | | | |
| | | | | | |
| | | | | | |

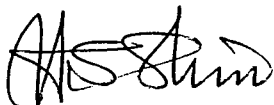
Consideration for which the Shares have been Allotted 分配上述股份的代價

| |
|-----|
| N/A |
|-----|

7 Details of Allottees 獲分配股份者的詳情

| Name, Occupation and Description 姓名/名稱, 職業及描述 | Address 地址 | No. of Shares Allotted by Class 各類別股份分配的數目 | | |
|--|--|---|----------|----------|
| | | Class 類別 Ordinary | Class 類別 | Class 類別 |
| The Korea Development Bank Corporation | 16-3 Yeouido-dong, Yeongdeungpo-gu, Seoul 150-973, Korea | 10,000,000 | | |
| | | | | |
| Total Shares Allotted by Class 各類股份分配總額 | | 10,000,000 | | |

Signed 簽名 :


Name 姓名 : Hak Soo SHIN
Director 董事 / Secretary 秘書

Date 日期 : 24th July 2002