

18

**HBZ FINANCE LIMITED**

MINUTES OF AN EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF  
HBZ FINANCE LIMITED ("THE COMPANY") HELD ON THURSDAY, THE  
12TH FEBRUARY, 1998 AT 12.00 NOON AT SCHAAN, KIRCHSTRASSE 6,  
LIECHTENSTEIN.

+++++  
**PRESENT** : Wolfgang Seeger, representing Hefco Investments Aktiengesellschaft,  
Schaan, Liechtenstein,  
Erich Haller, representing Habib Bank AG Zurich, Zurich, Switzerland.

**CHAIRMAN** : The meeting was chaired by Mr. Wolfgang Seeger, who called the same to  
order.

**NOTICE AND QUORUM**

- (a) It was reported that notice of the Meeting had been given to all members.
- (b) It was reported that all the Members entitled to receive notice of the  
meeting had consented to the proposal of the Ordinary Resolution set  
out in the Notice of Extraordinary General Meeting.

**INCREASE OF AUTHORISED SHARE CAPITAL :**

"THAT the Authorised Share Capital of the Company be increased to ONE  
HUNDRED MILLION DOLLARS, Hong Kong Currency  
(HK\$100'000'000.00) by the creation of FIVE HUNDRED THOUSAND  
(500'000) shares of ONE HUNDRED DOLLARS, Hong Kong Currency  
(HK\$100.00) each, such new shares to rank pari passu in all respects with the  
existing shares in the capital of the Company."

**INCREASE IN PAID-UP SHARE CAPITAL**

"THAT the paid-up Share Capital of the Company be increased to  
SEVENTY-FIVE MILLION DOLLARS, Hong Kong Currency  
(HK\$75'000'000.00) by the issue of TWO HUNDRED AND FIFTY  
THOUSAND (250'000) Bonus Shares of ONE HUNDRED DOLLARS,  
Hong Kong Currency (HK\$100.00) each to the Shareholders in  
proportion of one fully paid share of ONE HUNDRED DOLLARS, Hong  
Kong Currency (HK\$100.00) each for every two fully paid shares of  
ONE HUNDRED DOLLARS, Hong Kong Currency (HK\$100.00) each,  
such shares to rank pari passu in all respects with the existing issued and  
paid-up shares capital of the Company.

It is further resolved THAT the additional paid-up share capital of  
HK\$25'000'000.00 be raised by transferring HK\$25'000'000.00  
from General Reserve to the Paid-up Share Capital Account."

**CONCLUSION:** There being no other business, the meeting terminated with a vote of  
thanks to the Chair.

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HBZ Finance Limited

x  
  
Wolfgang Seeger,  
Chairman of the Meeting.

.....  
Authorized Officers  
24/2/98.



Companies Registry  
公司註冊處

Form  
表格 SC1

Return of Allotments  
股份分配申報表

Company Number 公司編號  
70092

1 Company Name 公司名稱

HBZ FINANCE LIMITED

2 Date(s) of Allotment 分配日期 (Note 註 2)

12 02 1998 to DD 日 MM 月 YYYY 年 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 (Note 註 3) \$ 25,000,000.00

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)

\$ 75,000,000.00

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		
N/A						

Presenter's Name and Address

提交人的姓名及地址

Dhun's Management Services Limited

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HBL Finance Limited

Authorized Officers

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請勿填寫本欄

RECEIVED 收件日期  
23-02-1998  
COMPANIES REGISTRY  
(Administration Section)  
公司註冊處  
(行政組)

# Return of Allotments 股份分配申報表

Company Number 公司編號

70092

Page 2 第二頁

**6 Shares Allotted for other than Cash** 非現金支付的分配股份 (Note 註 4)

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 每份溢價款額	Total Premium Paid and Payable (B) 已繳及應繳的溢價總款額
Ordinary	250,000	100.00	100.00	NIL	NIL


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

Bonus Shares in the proportion of one fully-paid share for two fully-paid shares of HK\$ 100.00 each on 12th day of February, 1998.

**7 Details of Allottees** 獲分配股份者的詳情

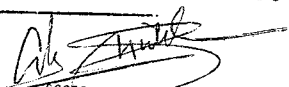
Name, Occupation and Description 姓名/名稱, 職業及描述	Address 地址	No. of Shares Allotted by Class 各類別股份分配的數目		
		Class 類別	Class 類別	Class 類別
HABIB BANK A.G.ZURICH Corporation	Weinbergs Strasse 59 Zurich 8006, Switzerland.		Ordinary 20,000	
HEFCO INVESTMENTS AKTIENGESELLSCHAFT Corporation	F 1-9494, Schaan Furstentum, Liechtentein.		230,000	
Total Shares Allotted by Class 各類股份分配總額			250,000	

Signed 簽名:



(Name 姓名): (SHAIKH ABDUL KARIM ISMAIL) Date 日期: 12/02/1998  
Director 董事 / ~~Secretary~~ 秘書

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OF Finance Limited

  
Authorized Officers

\*Delete whichever does not apply 請刪去不適用者

THE COMPANIES ORDINANCE

(Chapter 32)

Notice of increase in nominal capital

Pursuant to section 55

To the Registrar of Companies

Company number

70092

Name of company

HBZ FINANCE LIMITED

hereby gives you notice in accordance with section 55 of the Companies Ordinance that the nominal capital of the Company has been increased by an Ordinary / Special / Extraordinary Resolution dated as below.

Particulars of the increase are as follows:-

Date of Resolution	Authorised Capital	Amount of Additional Capital	New Amount of Total Registered Capital
12/02/1998	HK\$50,000,000.00	HK\$50,000,000.00	HK\$100,000,000.00

The additional Capital is divided as follows:-

Class of Shares	Number of Shares	Nominal Value per Share
Ordinary	500,000	HK\$100.00

The Conditions (e.g., voting rights, dividends, etc.) subject to which the new shares have been or are to be issued are as follows:-

"To rank pari passu in all respects with the existing shares in the capital of the company".

N. B. (If any of the new Shares are Preference Shares state whether they are redeemable or not).

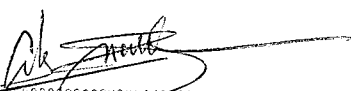
Signed  (Director)(Secretary)

Date 12/02/1998

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

Dhun's Management Services Limited

THIS IS A CERTIFIED TRUE COPY  
of the Notice of Increase in Nominal Capital of  
HBZ Finance Limited

  
Authorized Officers

For official use

**THE COMPANIES ORDINANCE**

(Chapter 32)

*Particulars of a contract relating to shares*

**PURSUANT TO SECTION 45(2)**

Note— The Particulars must be stamped with the same stamp duty as would have been payable if the contract had been reduced to writing.

Presented by ..... **Dhun's Management Services Limited**

Particulars of contract relating to shares allotted as fully or partly paid up otherwise than in cash by  
..... **HBZ FINANCE LIMITED**

<p>(1) The number of shares allotted as fully or partly paid up otherwise than in cash .....</p> <p>(2) The nominal amount of each such share .....</p> <p>(3) The amount to be considered as paid up on each such share otherwise than in cash .....</p> <p>(4) If the consideration for the allotment of such shares is services, or any consideration other than that mentioned below in item (5), state the nature of such consideration, and the number of shares so allotted...</p> <p>(5) If the allotment is made in satisfaction or part satisfaction of the purchase price of property, give a brief description of such property, and full particulars of the manner in which the purchase price is to be satisfied</p>	<p>250,000</p> <p>\$ 100.00</p> <p>\$ 100.00</p> <p>Bonus Shares in the proportion of 1 fully-paid share for two fully-paid shares of HK\$100.00 each held on 12th day of February, 1998.</p> <p>(1) Brief description of property.</p> <p>(2) Purchase price \$ <u>N/A</u></p> <p>(a) Total amount of consideration as paid on..... shares allotted otherwise than in cash. \$</p> <p>(b) Cash. \$</p> <p>(c) Amount of debt released or liabilities assumed by the purchaser (including mortgages; on property acquired). \$</p> <p>Total purchase price... \$ <u>NIL</u></p>
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**RECEIVED 收件日期**  
**23 - 02 - 1998**  
**COMPANIES REGISTRY**  
**(Administration Section)**  
 公司註冊處  
 (行政組)

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*[Signature]*  
 Authorized Officers

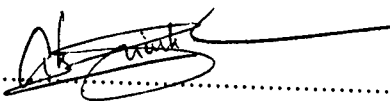
FORM 1-Continued

(6) Give full particulars, in the form of the following table, of the property which is the subject of the sale, showing in detail how the total purchase price is apportioned between the respective heads-

N/A

- Legal estates in freehold property and fixed plant and machinery and other fixtures thereon(a)...
- Legal estates in leasehold property (a) .....
- Fixed plant and machinery on leasehold property (including tenants', trade, and other fixtures) ...
- Equitable interests in freehold or leasehold property(a).....
- Loose plant and machinery, stock-in-trade, and other chattels(b).....
- Goodwill and benefit of contracts .....
- Patents, designs, trade marks, licences, copyrights, etc. ....
- Book and other debts .....
- Cash in hand and at Bank on current account, bills, notes, etc.....
- Cash on deposit at Bank or elsewhere .....
- Shares, debentures and other investments .....
- Other property, viz .....

\$ N/A

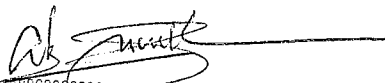
(Signature)  

(State whether Director ~~or Manager or Secretary~~) ..... Director

Dated the 12th day of February 1998

- (a) Where such properties are sold subject to mortgage, the gross value should be shown.
- (b) No plant and machinery which was not in an actual state of severance on the date of the sale should be included under the head.

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