

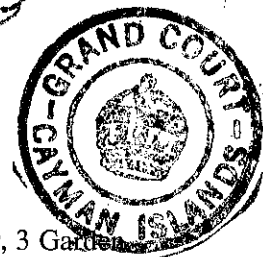
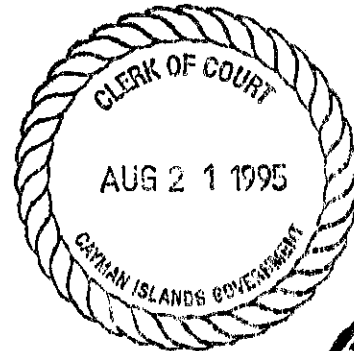
IN THE GRAND COURT OF THE CAYMAN ISLANDS

CAUSE NO 357 OF 1995

In the matter of The Companies Law (Revised) Section 93 (d)

And in the matter of THAI ASIA FUND LIMITED

PETITION



TO THE GRAND COURT OF THE CAYMAN ISLANDS

The humble petition of Regent Fund Management Limited 905-906 Asia Pacific Finance Tower, 3 Garden Road, Central, Hong Kong shows that:-

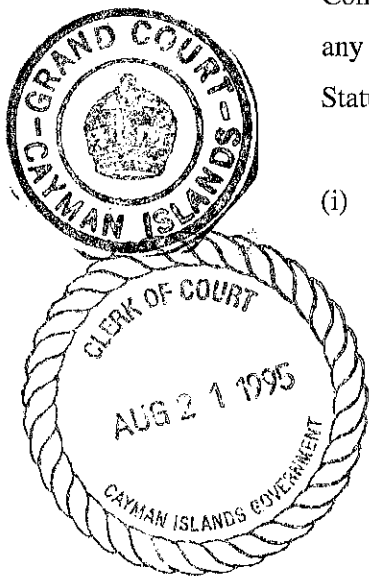
1. Thai-Asia Fund Ltd. (hereinafter referred to as "the company") is a Cayman Islands exempt company which was registered on 3rd May, 1989. The company has its registered office with R.H.B. Trust Company Ltd. George Town, Grand Cayman.
2. The company has an authorised share capital of US\$1,000,000.00 divided into 100,000,000 shares of a nominal or par value of US\$0.01 each.
3. The company was formed primarily to acquire and hold units in a fund to be set up in Thailand with the approval of the Bank of Thailand to be known as the Thai Asia Fund. The Thai Asia Fund was established in 1989 under the terms of an investment plan authorised by the Bank of Thailand with a capital of US\$50,000,000.00 divided into 5,000,000 investment units of US\$10 each.
4. The company is a closed-end investment vehicle and its shares are listed on the Hong Kong Stock Exchange. There is no provision in its Articles of Association for it to be converted to an open-ended vehicle until at least 1999 (the 10th anniversary of its commencement) and more likely 2014. In the meantime the only ability an investor has to realise his investment is through the sale of shares on the

market. However, the company is trading at a substantial discount to its net worth and since a major shareholder acquired 34.9% of the shares of the company and has strong representation on the Board of Directors of the company there has been little interest in the shares of the company and liquidity is presently very low. There is very little chance of an investor being able to presently realise his investment and that chance has diminished since the major shareholder acquired 34.9% of the shares of the company.

5. Pursuant to the Rules of the Hong Kong Stock Exchange when a shareholder owns 35% or more of the issued shares of a company then he is usually required to bid for the company.
6. During 1991 the Directors of the company sought and obtained a general mandate to repurchase shares in the company in accordance with the relevant provisions of the Rules Governing the Listing of Securities of the Hong Kong Stock Exchange. This Buy Back Mandate was subsequently renewed annually at the AGM's of the company.
7. By a special resolution passed at a EGM of the company held on 10th June, 1991 Article 11(a) of the company was amended to read as follows:-

"(a) Subject to the provisions of the Status and the Memorandum of Association of the Company, the Company may purchase its own shares (including fractions of a share and any redeemable shares) and may make payment therefor in any manner authorised by the Statute, including out of capital provided that such purchases are made by way of:-

- (i) a general offer made by the Company to its shareholders to purchase all, or part only, of a class of shares of the Company (on the basis that if the general offer is made for less than all of the outstanding shares of a class and a greater number of shares is tendered to the offer then the Company is bound or willing to take up, the shares will be taken up and paid for pro rate, disregarding fractions, according to the number of securities tendered to the offer by each shareholder), such general offer to be made subject to the provision of the Hong Kong Code on Share Repurchases ("the Share Repurchase Code") as amended from time to time; or
- (ii) an off-market share repurchase (as defined in the Share Repurchase Code) in



accordance with the provisions of the Share Repurchase Code as amended from time to time; or

(iii) an on-market share repurchase (as defined in the Share Repurchase Code) in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time or the rules of another exchange recognised by the Chairman of the Committee on Takeovers and Mergers (as appropriate); or

(iv) in such manner as may be permitted from time to time by the provisions of the Share Repurchase Code."

8. Although the company redeemed a number of issued shares, the Directors of the company suspended the Share Repurchase Scheme during 1994.

9. The Petitioner is the Manager of 7 mutual funds which together hold 19.69% of the issued shares of the company (9,805,000 shares). Tai Tsuen Enterprises Ltd. is the holder of 15.2% of the issued shares of the company (7,652,600 shares). Heung Chit Kau and Chan Wan Han hold 19.79% of the issued shares of the company (9,960,600 shares). Tai Tsuen Enterprises Ltd. is controlled by Heung Chit Kau and Chan Wan Han. Heung Chit Kau and Chan Wan Han therefore control 34.9% of the issued shares of the company and are the major shareholder of the company.

10. The Petitioner says that the decision to suspend the redemption of issued shares of the company was influenced by the fact that the major shareholder of the company held approximately 34.9% of the issued shares of the company and that if further shares of the company were redeemed the major shareholder's holding would be 35% or above which would require the major shareholder to make a full bid for the company.

11. The Petitioner says that the suspension of the redemption of the issued shares of the company was improper and prejudicial to the other shareholders of the company for the following reasons:-

(a) Since the company is a closed-end company and its shares are trading at a substantial discount the shareholders cannot now redeem their shares and cease to be members of the company.

- (b) There is now no opportunity for the difference between the price of the shares and the value of the underlying assets of the company to be narrowed which would be in the interest of all shareholders.

12. In a letter dated 26th January, 1995 the Directors of the company advised the Petitioner inter alia as follows:-

"More recently the policy on share repurchase has been influenced by the recognition that the listing requirements, notably Rule 21.04 (4), state that no shareholder may own 35% or more of the voting rights of the Company. The Stock Exchange has indicated that a waiver may be sought so that the share purchase scheme may proceed if so decided. Such a waiver has indeed been sought but permission has not yet been granted."

13. At an Extraordinary General Meeting of the company held on 19th April, 1995 it was denied by the Directors of the company that their decision to suspend the share re-purchase Scheme had been influenced by the fact that the major shareholder was likely to own more than 35% of the shares of the company if the re-purchase scheme continued. This position clearly contradicts the statement in the letter of 26th January, 1995 and no satisfactory explanation has been given by the Directors of the company as to why the re-purchase scheme has been suspended and not re-activated. Also at the Annual General Meeting of the company held on 29th May, 1995 the mandate to enable the company to repurchase its shares was not renewed.

14. The original Investment Adviser and Administrator of the company was Capital House Investment Manager (Asia) Ltd. (hereinafter referred to as "Capital House"). Capital House was appointed as Investment Adviser to the company on 24th October, 1989 and as Administrator on 1st November, 1989. Capital House was replaced by Invesco Asia Limited as Investment Manager and Administrator on 1st February, 1995.

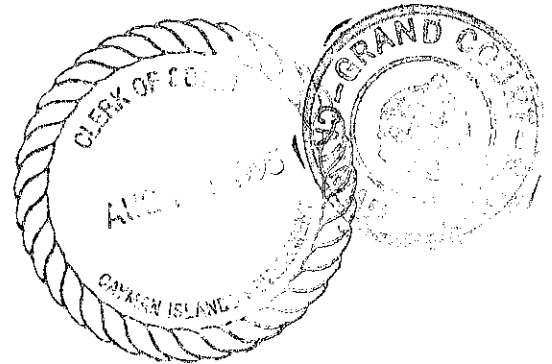
15. The son-in-law of Heung Chit Kau was employed by Capital House. He left the employment of Capital House and has been employed by Invesco Asia Limited since 1st February, 1995. The Petitioner says that the change of employment by the son-in-law of Heung Chit Kau from Capital House to Invesco Asia Limited was the main reason why the Directors of the company decided to employ Invesco Asia Limited as the new Investment Adviser and Administrator of the company.

16. Prior to the appointment of Invesco Asia Limited as Investment Adviser to the company the son of Heung Chit Kau was a director of the company. The son of Heung Chit Kau attended meetings of the Board of Directors at which the decision to change Investment Adviser was taken.
17. The Petitioner says that the employment of the son-in-law of the major shareholder by Invesco Asia Limited and the employment of Invesco Asia Limited as the Investment Manager of the company is more than coincidental and the Board of Directors acted improperly in deciding to employ Invesco Asia Limited as the new Investment Adviser and Administrator of the company.
18. The Petitioner has lost confidence in the management of the company for the reasons outlined above and in all the circumstances it is just and equitable that the company should be wound up.

YOUR PETITIONER THEREFORE HUMBLY PRAYS THAT:-

1. That Thai Asia Fund Limited be wound up under the provisions of the Companies Law (Revised).
2. That G. James Cleaver of Ernst & Young, Chartered Accountants, George Town, Grand Cayman be appointed Official Liquidator of Thai Asia Fund Limited.
3. Such other order as this Honourable Court thinks fit.
4. That costs be awarded to the Petitioner.

DATED this 13th day of August, 1995.



W. S. Walker & Company
W. S. WALKER & COMPANY
Attorneys-at-Law for the Petitioner

NOTE: This Petition is intended to be served on Thai Asia Fund Limited c/o R.H.B. Trust Company Ltd. One Capital Place, George Town, Grand Cayman.

This Petition was presented by Regent Pacific Group Limited whose address for service is that of its said Attorneys-at-Law, W. S. Walker & Company, P.O. Box 265, Caledonian House, George Town, Grand Cayman.