

JOINT UNANIMOUS CONSENT  
OF  
SHAREHOLDERS AND BOARD OF DIRECTORS  
OF  
ASIA PACIFIC SECURITIES, INC.

Dated: Nov. 25, 1998

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The undersigned, being the sole shareholder and sole director of Asia Pacific Securities, Inc. (the "Corporation"), hereby consents to and authorizes the adoption of the following resolutions:

WHEREAS, the Corporation previously issued 30 shares of its common stock to Meiyi Xia; and

WHEREAS, Du, Qingsong (the "Subscriber") previously agreed to acquire 55% of the outstanding capital stock of the Corporation for an aggregate purchase price of \$1.5 million (the "Agreement"); and

WHEREAS, the investment made by the Subscriber was a passive investment, it being the intent of the parties that the Subscriber would receive non-voting shares; and

WHEREAS, the Board of Directors (the "Board") now desires to ratify the subscription of the Subscriber; and

WHEREAS, the Board erroneously adopted resolutions authorizing the issuance of preferred stock and now desires to rescind those resolutions; and

WHEREAS, in order to give effect to the intent of the parties, it is desirable and in the best interest of the Corporation to amend the certificate of incorporation to permit the issuance of two classes of common stock; and

WHEREAS, in recognition of the fact that the Subscriber has only paid \$500,000 to the Corporation, it is consistent with the desires of the parties to issue to the Subscriber one-

third of the shares that would have been issued had the full amount of the consideration been paid;

NOW, THEREFORE, be it:

RESOLVED, that the subscription of the Subscriber to purchase 55% of the capital stock of the Corporation for an aggregate purchase price of \$1.5 million is hereby ratified and approved; and be it further

RESOLVED, that the Corporation's certificate of incorporation be amended in order to subdivide the authorized shares into two classes, consisting of Class A Common Stock and Class B Common Stock. The Class A Common Stock and Class B Common Stock shall be identical in all respects except that the Class B shares shall be non-voting; and be it further

RESOLVED, that in order to give effect to such change, the amendment to the certificate of incorporation in the form annexed to this consent as Exhibit A, is adopted and approved; and be it further

RESOLVED, that upon the filing of the amendment to the certificate of incorporation, the Corporation hereby approves the automatic conversion of the 30 shares of capital stock held by Meiyi Xia into 30 shares of Class A Common Stock; and be it further

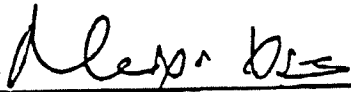
RESOLVED, that upon the filing of the amendment to the certificate of incorporation, the Corporation hereby approves the issuance of 6.7197 shares of Class B Common Stock to the Subscriber, representing 18.3% of the outstanding capital stock; and be it further

RESOLVED, that any and all previously approved issuances of preferred shares to the Subscriber are hereby rescinded without any further force or effect; and be it further

RESOLVED, that the president, or any vice president, and the secretary, or any assistant secretary, be, and each of them hereby is, authorized and empowered to file the

certificate of amendment with the Delaware Secretary of State, to file an amendment to the Corporation's Form BD with the NASD, and to execute, seal, and deliver any other agreement, document, or instrument necessary or desirable in the judgment of the president or vice president to implement the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned, being the sole director of the Corporation, has executed this unanimous consent as of the date first above written.

  
\_\_\_\_\_  
Meiyi Xia

IN WITNESS WHEREOF, the undersigned, being the sole shareholder of the Corporation, has executed this consent as of the date first above written.

	Number of <u>Shares Held</u>
 _____ Meiyi Xia	30

# AGREEMENT

This Agreement entered into this 12th day of January, 1998 by and between Asia Pacific Securities, Inc. ("APS") at One World Trade Center, Suite 4629, New York, NY 10048, and Du, Qing Song ("Mr. Du") at 1014 Stony Brook Way, North Brunswick, NJ 08902.

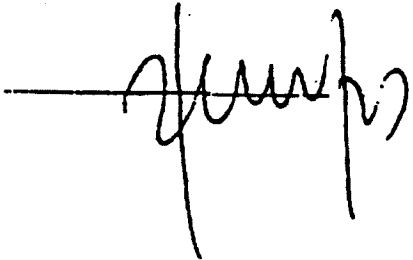
Whereas both parties are entering into an agreement of the terms as follows:

1. In order to enhance working capital of APS, Mr. Du agrees to invest total US\$500,000 to Asia Pacific Securities, Inc. and subsequently will hold 55% of APS. The investment should be wired to APS's bank account within 30 days upon signing the Agreement. If the fund can not be placed in time, then the equity interest of APS will be subject to the capital contribution of each party accordingly.
2. Mr. Du will become the Chairman of APS but not involve in daily management.
3. Mr. Du also agrees to inject \$1 million to APS in trading at the secondary market in order to assist APS to meet the clearance requirement ( see a separate agreement).
4. The terms of this Agreement shall be for the period commencing January 12, 1998, continuing to and until January 12, 1999.

## OTHER PROVISIONS

1. The Agreement may be terminated at any point of time upon other agreement by both parties.
2. In the event that the nature of this Agreement needs substantial changes, the Agreement, upon the request of either party, can be modified.

Du, Qing Song



Asia Pacific Securities, Inc.

