

# TRANSLATION

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## *Republic of Panama* *Superintendency of Banks*

**RESOLUTION SBP No. 080-2006**

(dated 14 August 2006)

**THE SUPERINTENDENT OF BANKS**

in use of his legal powers, and

### **CONSIDERING:**

That **HSBC BANK (PANAMÁ), S.A.** is a corporation established and existing according to the laws of the Republic of Panama and filed under micro jacket 456744, document 633197 of the Microfilm (Mercantile) Section of the Public Registry of Panama;

That by means of Resolution SB 187-2004 dated 2 July 2004, the Superintendency of Banks granted **HSBC BANK (PANAMÁ), S.A.** a General License to engage in the Banking Business anywhere in the Republic of Panama and to execute transactions that are concluded, consummated or have effect abroad, and to perform any other activities the Superintendency of Banks may expressly authorize;

That **GRUPO FINANCIERO HSBC S.A. DE C.V.** is the sole owner of the issued and outstanding shares of **HSBC BANK (PANAMÁ), S.A.**;

That **HSBC BANK (PANAMÁ), S.A.** has requested the acquiescence to the transfer of the total issued and outstanding shares owned by **GRUPO FINANCIERO HSBC S.A. DE C.V.** to **HSBC ASIA HOLDINGS B.V.**;

That pursuant to the provisions of Paragraph 6 of Article 17 of Decree Law 9 dated 26 February 1998, the Superintendent of Banks is the approving authority for this request;

That the above transfer of shares from **HSBC BANK (PANAMÁ), S.A.** owned by **GRUPO FINANCIERO HSBC S.A. DE C.V.** to **HSBC ASIA HOLDINGS B.V.** raises no objections and should be approved;

### **RESOLVES:**

To acquiesce to and approve the transfer of total shares of **HSBC BANK (PANAMÁ), S.A.** owned by **GRUPO FINANCIERO HSBC S.A. DE C.V.** to **HSBC ASIA HOLDINGS B.V.**

**LEGAL GROUNDS:** Decree Law 9 dated 26 February 1998. Rule 1-2004 dated 29 December 2004.

Given in the city of Panama on the fourteenth (14<sup>th</sup>) day of August, two thousand six (2006).

**FOR COMMUNICATION, PUBLICATION AND ENFORCEMENT**

**THE SUPERINTENDENT OF BANKS**

**Olegario Barrelier**