

**THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF NOTEHOLDERS. IF NOTEHOLDERS ARE IN ANY DOUBT AS TO THE ACTION THEY SHOULD TAKE, THEY SHOULD SEEK THEIR OWN FINANCIAL AND LEGAL ADVICE, INCLUDING AS TO ANY TAX CONSEQUENCES, IMMEDIATELY FROM THEIR STOCKBROKER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL OR LEGAL ADVISER.**

**PYXIS FINANCE LIMITED**  
(the "Issuer")

*(a company with limited liability incorporated under the laws of the Cayman Islands)*

### **NOTICE OF EVENT OF DEFAULT**

to the holders of the  
Pyxis Equity-Linked Notes Series 21 linked to a basket of Hong Kong listed securities HKD38,370,000  
HKD Equity-Linked Notes due 2009("Tranche A Notes")  
XS0302117741

Of the Issuer  
presently outstanding  
(the "Noteholders" and the "Notes," respectively).

**NOTICE IS HEREBY GIVEN** to the Noteholders that further to a notice of non receipt of payment provided by the Principal Paying Agent an Event of Default has occurred under Condition 13(a) of the Notes pursuant to the failure by the Issuer to pay interest amount due under the Notes on 1st December 2008 and the expiry of the prescribed grace period.

Upon the occurrence of an Event of Default, the Trustee, if requested in writing by Noteholders representing 1/5 in principal amount of the outstanding Notes or if so directed by an Extraordinary Resolution of the Noteholders (subject in each case to being indemnified to its satisfaction), shall notify the Issuer that such Notes are immediately due and payable at their Redemption Amount, together with accrued interest thereon as provided in the Trust Deed. The Security constituted by the Trust Deed shall become enforceable and the Trustee may take such action as is provided in the Trust Deed.

Capitalised terms used but not otherwise defined herein shall have the meanings given to them in or pursuant to the Principal Trust Deed dated 9<sup>th</sup> October 2002 as amended and restated from time to time and as supplemented by the Trust Deed dated 29th May 2007 between, *inter alios*, the Issuer and the Trustee and/or the Terms and Conditions of the Notes set out therein.

#### **Verification of Holdings**

In order to facilitate communications with Noteholders and to enable Noteholders to relay their views and requests to the Trustee in relation to the Notes or options for the Noteholders, and in order to determine whether any instructions/directions have been given by the requisite percentage of Noteholders, the Trustee invites all Noteholders to make themselves known to the Trustee and to verify their holdings of the Notes to the Trustee in accordance with the following procedures:

- (i) send an e-mail to the Trustee at [ian.r.graham@hsbcpb.com](mailto:ian.r.graham@hsbcpb.com) referencing Pyxis Finance Limited Series 21 linked to a basket of Hong Kong listed securities HKD38,370,000 HKD Equity-Linked Notes due 2009 and the ISIN or CUSIP of the Notes in the subject line and disclosing the identity of the

Noteholder, the nominal amount of each ISIN or CUSIP held by the Noteholder and the details of the person(s) who shall represent the Noteholder; and

- (ii) (a) Holders of Notes at a European depository should contact their custodian and direct it to have Euroclear/Clearstream send a SWIFT MT568 to HSBC Trustee (C.I.) Limited clearly marked for Custodian Services at HSBCJESX disclosing:

1. ISIN
2. Account no.
3. Participant name
4. Nominal amount
5. Beneficial Holder Details (including email address); and

(b) Holders of Notes at DTC must instruct their custodian to provide HSBC Trustee (C.I.) Limited with a certification of their holdings and to provide HSBC Trustee (C.I.) Limited a letter setting forth the holdings details (nominal amount, CUSIP, beneficial holder name) and the DTC participant number where the securities are held. This letter must be signed by an authorized signer and medallion guaranteed.

If you have any questions relating to the content of this notice, please contact the Trustee as follows:

**Ian R Graham, Senior Manager Corporate Services**

**[ian.r.graham@hsbcpb.com](mailto:ian.r.graham@hsbcpb.com) Fax no. 44 (0) 1534 672433**

Noteholders wishing to contact other Noteholders to seek further information or discuss giving requests or directions to the Trustee should also contact the Trustee on using the email address contact details set out above.

Copies of the Transaction Documents are available for inspection at the specified offices of the Paying Agents at 8 Canada Square, London, E14 5HQ during normal business hours by Noteholders upon proof, to the satisfaction of the relevant Paying Agent, of their identity as such.

Noteholders are encouraged to review their individual positions and, if they are in any doubt as to the action they should take should consult their own independent professional advisers immediately.

This Notice is given by  
HSBC Trustee (C.I.) Limited as Trustee

Dated 12<sup>th</sup> December 2008