



ASIC

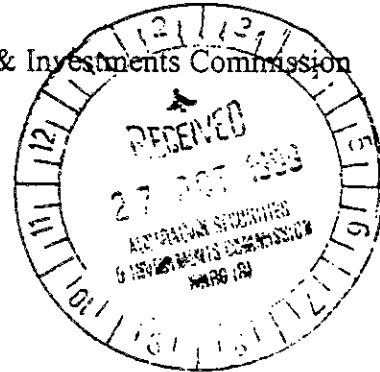
Australian Securities & Investments Commission

ENFORCEABLE UNDERTAKING

**AUSTRALIAN SECURITIES & INVESTMENTS COMMISSION
SECTION 93AA**

This undertaking is made to the Australian Securities & Investments Commission ("ASIC") by:

Seong Hoon Pak
172 Colin Street
West Perth WA 6005



1 BACKGROUND

- 1.1 On 30 November 1994, Seong Hoon Pak ("Mr Pak") was sentenced in the Perth District Court to a period of imprisonment (6 years and nine months) after being convicted of serious fraud offences. As a result of these convictions Mr Pak is prohibited from managing a corporation pursuant to Corporations Law ("CL") ss 229(3).
- 1.2 Mr Pak was released from prison on Community Based Work Release on 31 March 1997.
- 1.3 Mr Pak is, and will be until 5 years after his release from prison, prohibited from managing a corporation without leave of the Court pursuant to CL ss229(3).
- 1.4 Defense Shield Pty Ltd ACN 085 858 662 ("Defense Shield") is a company duly incorporated pursuant to the laws of Western Australia. Defense Shield was incorporated on 13 January 1999 under the name Baydream Holdings Pty Ltd ("Baydream Holdings"). It carries on the business of manufacturing, importing and distributing a protective bullet resistant film coating which is placed on windows of buildings, homes and motor vehicles.
- 1.5 Baydream Holdings was a shelf company that changed its name to Defense Shield on 21 January 1999. Defense Shield issued 10 ordinary shares with 9 shares owned by Hyung Soon Pak ("Mrs Pak") and 1 share owned by Robert Michael Arnold ("Mr Arnold").
- 1.6 Mr Arnold was recorded as a director of the company from 18 January 1999 until his resignation on 7 July 1999. Mrs Pak is recorded as being a director of the company since 18 January 1999. Mrs Pak is Mr Pak's mother. Hwang Doo Ha is recorded as being a director of Defense Shield since 14 July 1999.

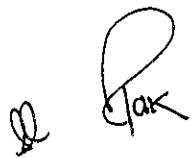
- 1.7 As a result of its investigation into Mr Pak, ASIC has evidence that, between 18 January 1999 and 24 August 1999, Mr Pak was solely responsible for the management of Defense Shield.
- 1.8 At all times during the period referred to in paragraph 1.7, Mr Pak was prohibited from managing a corporation. ASIC has also formed a view that during this period he contravened CL ss229(3).
- 1.9 On 29 March 1999, Mr Pak received advice from his solicitor that he was prohibited from managing a corporation pursuant to CL ss229(3). On 1 April 1999, Mr Pak received written advice from his solicitor advising Mr Pak, that amongst other things, he should not be involved, whether directly or indirectly, in managing Defense Shield without leave of the Court.
- 1.10 Mr Pak admits that between 18 January 1999 and 24 August 1999 he managed Defense Shield in contravention of CL ss229(3) and states that he has now ceased taking part in the management of Defense Shield.
- 1.11 On 24 August 1999 Defense Shield International Unit Trust took over the business of Defense Shield. Defense Shield ceased trading on 24 August 1999.

2 UNDERTAKINGS

- 2.1 Mr Pak acknowledges that he is prohibited from taking part in the management of a corporation by virtue of CL ss229(3) until 31 March 2002 and undertakes that he will not manage a corporation (as defined in CL s91A) between the period 31 March 2002 to 31 March 2004 inclusive.
- 2.2 Mr Pak undertakes to provide ASIC with a statutory declaration, every 6 months throughout the duration of this undertaking, that the undertaking in paragraph 2.1 has been complied with.
- 2.3 Mr Pak undertakes to pay ASIC the sum of \$20,000 in respect of its investigation costs within 28 days from the date ASIC accepts and signs this undertaking.

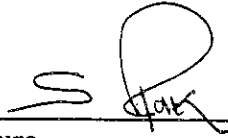
3 ACKNOWLEDGMENTS

- 3.1 Mr Pak acknowledges that ASIC:
- a) may issue a media release on execution of this undertaking referring to its terms and the concerns of ASIC which led to its execution;
 - b) may from time to time publicly refer to this undertaking; and
 - c) will make this undertaking available for public inspection.



- 3.2 Mr Pak acknowledges that this undertaking in no way derogates from the rights and remedies available to any other person arising from any conduct described in this undertaking.
- 3.3 Mr Pak acknowledges that ASIC's acceptance of an enforceable undertaking does not affect ASIC's power to investigate a contravention arising from future conduct, or pursue a criminal prosecution, or its power to lay charges or seek a pecuniary civil order.
- 3.4 Mr Pak acknowledges that this undertaking has no operative force until accepted by the Commission.

Signed by Seong Hoon Pak
in the presence of:



Signature



Signature

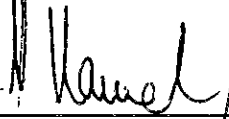
SHARON CHEETHAM
Name (print)

27 ELDERBERRY CIRCLE
Address Halls Head Mandurah.

This 27 day of ~~September~~ 1999.

October


**ACCEPTED BY THE AUSTRALIAN SECURITIES & INVESTMENTS
COMMISSION PURSUANT TO ASIC ACT S93AA BY ITS DULY
AUTHORISED DELEGATE:**



Stephen J Howell
Director of Enforcement

This 28 day of ~~September~~ 1999.

October
