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COMPANIES FORM No 395

Particulars of a
mortgage or charge



395

Pursuant to section 395 of the Companies Act 1985

To the Registrar of Companies

For official use

Company Number

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193800

Name of Company

ABN LIMITED

Date of creation of the charge

14 January 98

Description of the instrument (if any) creating or evidencing the charge
(note 2)

Deed of Charge

Amount secured by the mortgage or charge

All liabilities, whether contingent or actual and whether present or future, arising out of the Company's undertaking in the Deed of Charge to indemnify Australia and New Zealand Banking Group Limited ("the Chargee") against any claims which may be made on the Chargee by Shanghai Pudong Development Bank under a standby letter of credit in respect of facilities to a subsidiary of the Company, Shanghai ABN-Huinong Feed Company Limited.

Names and Addresses of the mortgagees or persons entitled to the charge

Australia and New Zealand Banking Group Limited
ACN 005 357 522
Minerva House, Montague Close, London SE1 9DH

Presenter's name, address
and reference (if any):
LEGAL, SECRETARIAL & COMPLIANCE DEPT,
ANZ BANKING GROUP LIMITED, MINERVA
HOUSE, MONTAGUE CLOSE, LONDON, SE1
9DH, ENGLAND

Tel. 0171 378 2242

CHAPP

Time critical reference

For official use
Mortgage section

I Post room

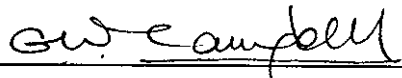


Short particulars of all the property mortgaged or charged

All monies from time to time standing to the credit of a cash collateral account of the Company with the London Branch of 'the Chargee' designated 'Cash Collateral Account re Shanghai ABN' and all of the Company's right, title, benefit and interest in the said Account.

Particulars as to commission allowance or discount (note 3)

Signed



Date 15 January 98

On behalf of ~~[company]~~ [mortgagee/chargee]

Notes

- 1 The original instrument (if any) creating or evidencing the charge, together with these prescribed particulars correctly completed must be delivered to the Registrar of Companies within 21 days after the date of creation of the charge (section 395). If the property is situated and the charge was created outside the United Kingdom delivery to the Registrar must be effected within 21 days after the date on which the instrument could in due course of post, and if dispatched with due diligence, have been received in the United Kingdom (section 398). A copy of the instrument creating the charge will be accepted where the property charged is situated and the charge was created outside the United Kingdom (section 398) and in such cases the copy must be verified to be a correct copy either by the company or by the person who has delivered or sent the copy to the registrar. The verification must be signed by or on behalf of the person giving the verification and where this is given by a body corporate it must be signed by an officer of that body. A verified copy will also be accepted where section 398(4) applies (property situate in Scotland or Northern Ireland) and Form No. 398 is submitted.
- 2 A description of the instrument, eg "Trust Deed", "Debenture", "Mortgage" or "Legal charge", etc, as the case may be, should be given.
- 3 In this section there should be inserted the amount or rate per cent. of the commission, allowance or discount (if any) paid or made directly or indirectly by the company to any person in consideration of his;
 - (a) subscribing or agreeing to subscribe, whether absolutely or conditionally, or
 - (b) procuring or agreeing to procure subscriptions, whether absolute or conditional, for any of the debentures included in this return. The rate of interest payable under the terms of the debentures should not be entered.
- 4 If any of the spaces in this form provide insufficient space the particulars must be entered on the prescribed continuation sheet.
- 5 This form should be addressed to the Mortgage Section, PO Box 716, Companies House, Crown Way, CARDIFF, CF4 3YA

FILE COPY



CERTIFICATE OF THE REGISTRATION OF A MORTGAGE OR CHARGE

Pursuant to section 401(2) of the Companies Act 1985

COMPANY No. 00193800

THE REGISTRAR OF COMPANIES FOR ENGLAND AND WALES HEREBY CERTIFIES THAT A DEED OF CHARGE DATED THE 14th JANUARY 1998 AND CREATED BY ABN LIMITED FOR SECURING ALL MONIES AND LIABILITIES DUE OR TO BECOME DUE FROM THE COMPANY TO AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED ARISING OUT OF THE COMPANY'S UNDERTAKING IN THE DEED OF CHARGE TO INDEMNIFY AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED AGAINST ANY CLAIMS WHICH MAY BE MADE ON AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED BY SHANGHAI PUDONG DEVELOPMENT BANK UNDER A STANDBY LETTER OF CREDIT IN RESPECT OF FACILITIES TO A SUBSIDIARY OF THE COMPANY, SHANGHAI ABN-HUINONG FEED COMPANY LIMITED. WAS REGISTERED PURSUANT TO CHAPTER 1 PART XII OF THE COMPANIES ACT 1985 ON THE 17th JANUARY 1998.

GIVEN AT COMPANIES HOUSE, CARDIFF THE 21st JANUARY 1998.

A handwritten signature in cursive script, appearing to read 'P. Davies'.

P. DAVIES

for the Registrar of Companies



C O M P A N I E S H O U S E

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