

ANGLO-ORIENTAL FOODS LIMITED**1997 ANNUAL REPORT AND ACCOUNTS****REPORT OF THE DIRECTORS**

The directors submit their annual report together with the accounts for the 53 weeks ended 3 January 1998.

REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

The Company did not trade during the period, and there is no present intention to pursue any activity.

DIRECTORS

The directors of the Company who served during the year are as follows

A G Clark
A D Frew



The interests of the directors in the share capital of the Company's ultimate holding company United Biscuits (Holdings) plc and options outstanding at the beginning and end of the Company's financial period were as follows :

	<u>Ordinary Shares</u>			<u>Options</u>		
	<u>1997</u> No.	<u>1996</u> No.	<u>1997</u> No.	<u>Granted</u>	<u>Lapsed</u>	<u>1996</u> No.
A.G. Clark	45,873	44,095	142,428	22,851	6,695	126,272
A.D. Frew	3,662	3,559	213,398	13,044	-	200,354

The Options are exercisable at prices varying from 159p to 400p up to 15 April 2007

Between 3 January 1998 and 31 March 1998, the beneficial shareholdings of A.G. Clark and A.D. Frew increased by 648 and 21 shares respectively.

DIRECTORS' RESPONSIBILITIES IN RELATION TO THE ACCOUNTS

The directors are required by the Companies Act 1985 to prepare accounts for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the year and of the profit or loss for the year.

The directors are of the opinion that, in preparing these accounts, the Company has used appropriate and consistently applied accounting policies, supported by reasonable and prudent estimates and judgements. All applicable accounting standards have been followed.

ANGLO-ORIENTAL FOODS LIMITED

1997 ANNUAL REPORT AND ACCOUNTS

DIRECTORS' RESPONSIBILITIES IN RELATION TO THE ACCOUNTS (continued)

The directors are responsible for ensuring that the Company keeps accounting records which disclose, with reasonable accuracy, the financial position of the Company and which enable them to ensure that the accounts comply with the Companies Act 1985.

The directors also have responsibility for safeguarding the assets of the Company and for taking reasonable steps to ensure the prevention and detection of fraud and other irregularities.

DIVIDEND

The directors do not recommend the payment of a dividend.

AUDITORS

Auditors have not been appointed in accordance with the provisions of Section 250 of the Companies Act 1985.

ON BEHALF OF THE BOARD



A D FREW

Secretary

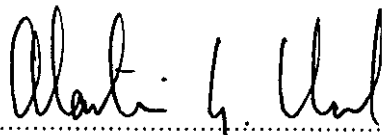
31 March 1998

ANGLO-ORIENTAL FOODS LIMITED

BALANCE SHEET AT 3 JANUARY 1998

	Notes	3 January 1998 £	28 December 1996 £
CURRENT ASSETS			
Debtors	2	991	991
Cash at bank and in hand		-	-
		<u>991</u>	<u>991</u>
CREDITORS: amounts falling due within one year	3	(58)	(58)
NET CURRENT ASSETS		<u>933</u>	<u>933</u>
		<u>933</u>	<u>933</u>
CAPITAL AND RESERVES			
Called up equity share capital	4	787,957	787,957
Share premium account		6,643	6,643
Profit and loss account		(793,667)	(793,667)
		<u>933</u>	<u>933</u>

The company was dormant (within the meaning of Section 250 of the Companies Act 1985) throughout the financial period.


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DIRECTOR
31 March 1998

ANGLO-ORIENTAL FOODS LIMITED

NOTES TO THE ACCOUNTS AT 3 JANUARY 1998

1. Activity and basis of accounting

The company did not trade during the period. The accounts have been prepared on the historical cost basis of accounting.

2. Debtors

	3 January 1998	28 December 1996
	£	£
Amounts owed by group undertakings	991	991

3. Creditors: amounts falling due within one year

	3 January 1998	28 December 1996
	£	£
Amounts owed to group undertakings	58	58

4. Equity Share Capital

	Authorised		Allotted, called up and fully paid	
	3 January 1998	28 December 1996	3 January 1998	28 December 1996
	No.	No.	£	£
"A" ordinary shares of £10 each	78,560	78,560	785,600	785,600
"B" ordinary shares of 1p each	<u>235,700</u>	<u>235,700</u>	<u>2,357</u>	<u>2,357</u>
	<u>314,260</u>	<u>314,260</u>	<u>787,959</u>	<u>787,959</u>

5. Ultimate holding company

The ultimate holding company is United Biscuits (Holdings) plc which is registered in Scotland and incorporated in Great Britain. Copies of the group accounts can be obtained from Church Road, West Drayton, Middlesex UB7 7PR.