

ABF OVERSEAS LIMITED (the "Company")

The following resolution was passed by the sole ordinary shareholder of the Company on 17 April 2009 as a special resolution.

SPECIAL RESOLUTION

THAT the articles of association of the Company be altered in the following manner:

(A) In Article 4 the following definition be inserted:

"Discretionary Dividend" means a dividend declared by A.B.F. Holdings Limited in accordance with Article 4.3.1 (v) of the articles of association of A.B.F. Holdings Limited;

(B) In Article 4.2, in the definition of "Quarterly Dividend Rate" the number "50" be replaced by the number "45".

(C) In Article 5.1.1, the words "and Article 5.1.6" be inserted after the words "subject always to Article 5.1.4".

(D) In Article 5.1.3, the words "and Article 5.1.6" be inserted after the words "subject always to Article 5.1.4".

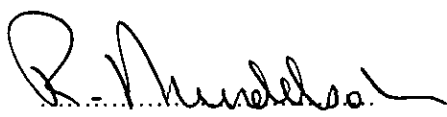
(E) The following Articles be inserted after Article 5.1.4:

"5.1.5 If a Discretionary Dividend is declared and paid by A.B.F. Holdings Limited, subject to the provisions of the Act and the common law the holders of the Preference Shares shall be entitled to be paid a preferential dividend in respect of such Preference Shares in an aggregate amount equal to the aggregate amount of the Discretionary Dividend, such dividend being payable in US Dollars on or within two business days of the date on which the relevant Discretionary Dividend is paid (an "Additional Preference Dividend").

5.1.6 If one or more Additional Preference Dividends shall have been declared and paid in accordance with Article 5.1.5, the amount of the Quarterly Dividend payable on each subsequent Quarterly Dividend Date shall be reduced by an amount up to the present value of previously declared Additional Preference Dividends at a Quarterly Dividend Date (provided that if the resulting figure would otherwise be a negative figure, the Quarterly Dividend shall be zero) until such time as the aggregate amount subtracted from Quarterly Dividends equals the present value of the previously paid Additional Preference Dividends.

The present value of previously paid Discretionary Dividends at a Quarterly Dividend Date shall be the amount actually paid augmented by a factor of 1 plus an appropriate discount rate, where such discount rate shall be the rate determined by the directors of A.B.F. Holdings Limited in relation to Discretionary Dividends in accordance with Article 4.3.1 (vi) of the articles of association of A.B.F. Holdings Limited.

Dated 17 April 2009


Secretary



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27/04/2009
COMPANIES HOUSE