



2

177375/30
363a

Please complete in typescript,
or in bold black capitals.

Annual Return

CHFP029

Company Number 1404713

Company Name in full Prudential Corporation Holdings Limited

Date of this return

The information in this return is made up to

Day		Month		Year		
1	3	0	6	2	0	5

Date of next return

If you wish to make your next return
to a date earlier than the anniversary
of this return please show the date here.
Companies House will then send a form
at the appropriate time.

Day		Month		Year		
1	3	0	6	2	0	6

Registered Office

Show here the address at the date of
this return.

Laurence Pountney Hill

Any change of
registered office
must be notified
on form 287.

Post town

London

County / Region

UK Postcode

EC4R 0HH

Principal business activities

Show trade classification code number(s)
for the principal activity or activities.

7415

If the code number cannot be determined,
give a brief description of principal

A38
COMPANIES HOUSE0464
24/06/05

Form April 2002

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ

DX 33050 Cardiff

or companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

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Register of members

If the register of members is not kept at the registered office, state here where it is kept.

Post town

County / Region

UK Postcode

Register of Debenture holders

If there is a register of debenture holders, or a duplicate of any such register or part of it, which is not kept at the registered office, state here where it is kept.

Post town

County / Region

UK Postcode

Company type

Public limited company

Private company limited by shares

Private company limited by guarantee without share capital

Private company limited by shares exempt under section 30

Private company limited by guarantee exempt under section 30

Private unlimited company with share capital

Private unlimited company without share capital

☐☒☐☐☐☐☐

Please tick the appropriate box

Company Secretary

* Voluntary details

(Please photocopy this area to provide details of joint secretaries).

Name

* Style / Title

Mr

Forename(s)

Robert

Surname

Walker

Address †

6 Albion Road

Post town

Reigate

County / Region

Surrey

UK Postcode

R H 2 7 J Y

Country

England

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address.

☐

In the case of a corporation, or Scottish firm, give the registered or principal office address

If a partnership give the names and addresses of the partners or the name of the partnership and office address.

Details of a new company secretary must be notified on form 288a.

Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address.
In the case of a corporation, or Scottish firm, give the registered or principal office address

☐

Name * Style / Title

Day Month Year

Date of Birth

Forename(s)

Surname

Address †

Post town

County / Region

Country

Business occupation

Prudential public limited company

Laurence Pountney Hill

London

UK Postcode

E C 4 R 0 H H

England

Nationality

* Voluntary details.

Directors In the case of a director that is a corporation or a Scottish firm, the name is the corporate or firm name.

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address.
In the case of a corporation, or Scottish firm, give the registered or principal office address

☐

Name * Style / Title

Day Month Year

Date of Birth

Forename(s)

Surname

Address †

Post town

County / Region

Country

Business occupation

Issued share capital

Enter details of all the shares in issue at the date of this return.

Class (e.g. Ordinary/Preference)	Number of shares issued	Aggregate Nominal Value <small>(i.e. Number of shares issued multiplied by nominal value per share, or total amount of</small>
£1 Cum Red Pref	1000000	£ 1,000,000.00
£1 Ordinary	622789334	£ 622,789,334.00
Totals	623789334	£ 623,789,334.00

List of past and present shareholders

(Use attached schedule where appropriate)

A full list is required if one was not included with either of the last two returns.

There were no changes in the period ☐

on paper in another format

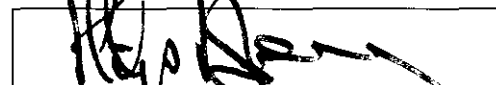
A list of changes is enclosed ☐

A full list of shareholders is enclosed ☒

Certificate

I certify that the information given in this return is true to the best of my knowledge and belief.

Signed



Date 23/06/2005

ON BEHALF OF PRUDENTIAL PLC
† a director ~~secretary~~

† Please delete as appropriate.

When you have signed the return send it with the fee to the Registrar of Companies. Cheques should be made payable to **Companies House**.

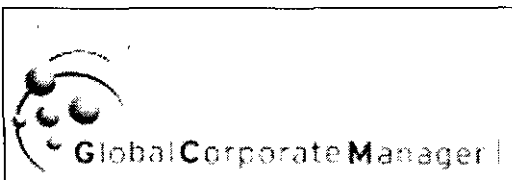
This return includes continuation sheets
(enter number)

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Group Secretarial

Prudential plc, Laurence Pountney Hill, LONDON, EC4R 0HH.

Tel
DX number DX exchange



List of past and present shareholders Schedule to form 363a

CHFP029

Company Number 1404713

Company Name in full Prudential Corporation Holdings Limited

- Changes to shareholders particulars or details of the amount of stock or shares transferred must be completed each year
- You must provide a "full list" of all the company shareholders on:
 - The company's first annual return following incorporation;
 - Every third annual return after a full list has been provided
- List the company shareholders in alphabetical order or provide an index
- List joint shareholders consecutively

Shareholders' details	Class and number of shares or amount of stock held	Shares or amount of stock transferred <small>(if appropriate)</small>	Date of registration of transfer
		Class and number of shares or amount of stock transferred	
Name M&G Group Limited _____ Address Laurence Pountney Hill, London, England. _____ _____ UK Postcode EC4R 0HH	£1 Ordinary 0	£1 Ordinary 500,000	12/08/2004
Name Prudential Holdings Limited _____ Address Craigforth, PO Box 25, Stirling, Scotland. _____ _____ UK Postcode FK9 4UE	£1 Ordinary 622,789,334		
Name Prudential public limited company _____ Address Laurence Pountney Hill, London, England. _____ _____ UK Postcode EC4R 0HH	£1 Cum Red Pref 1,000,000		

List of past and present shareholders (Continued)

Company Number 1404713

Shareholders' details	Class and number of shares or amount of stock held	Shares or amount of stock transferred (if appropriate) Class and number of shares or amount of stock transferred	Date of registration of transfer
Name Prudential public limited company Address Laurence Pountney Hill, London, England. UK Postcode E C 4 R 0 H H	£1 Ordinary 0	£1 Ordinary 622,789,334	26/08/2004
Name Address UK Postcode L L L L L L L			
Name Address UK Postcode L L L L L L L			
Name Address UK Postcode L L L L L L L			
Name Address UK Postcode L L L L L L L			

PRUDENTIAL CORPORATION HOLDINGS LIMITED

31 December 2004

Direct subsidiary undertakings (shares held directly or via nominees):

Name	Classes of shares held	Proportion held	Country of Incorporation or place of registration if other than England and Wales
BOCI – Prudential Asset Management Ltd (Joint Venture)	Ordinary Shares HKD 1	36%	Hong Kong
BOCI – Prudential Trustee Ltd (Joint Venture)	Ordinary Shares HKD 1	36%	Hong Kong
CITIC Prudential Life Insurance Company Ltd (Joint Venture)	No share capital	50%	China
Furnival Insurance Company Ltd	Ordinary Shares £1	100%	Guernsey
GS Eleven Limited	Ordinary Shares £1	100%	
	Redeemable Preference Shares £1	100%	
GS Thirty Two Limited	Ordinary Shares £1	100%	
Hyde HoldCo1 Limited	Ordinary Shares £1	100%	
Hyde HoldCo2 Limited	Ordinary Shares £1	100%	Jersey
Hyde Holdco 3 Limited	Ordinary Shares US\$1	100%	
ICICI Prudential Life Insurance Company Ltd (Joint Venture)	Ordinary Shares Rupees 10	26%	India
North Sathorn Holdings Company Ltd	A Ordinary Shares Baht 10	100%	Thailand
	B Preference Shares (non cumulative) Baht 10	0%	
PCA Asset Management Limited	Common Stock JPY 50,000	100%	Japan
PCA Investment Trust Management Company Limited	Common Stock KW 10,000	100%	Korea
PCA Life Assurance Company Limited	Common Shares NT\$10	94.71%	Taiwan
PCA Life Insurance Company Ltd	Common Stock KW 10,000	100%	Korea
PCA Life Insurance Company Ltd	Common Stock Yen 50	100%	Japan
Pru IT-Services GmbH	Share capital in Euros, not divided into individual shares	100%	Germany
Pru Life Insurance Corporation of UK	Common Shares PHP 100	100%	Philippines
Prudential Asset Finance Ltd	Ordinary Shares £1	100%	
Prudential Asset Management (Hong Kong) Limited	Ordinary Shares HK\$10	100%	Hong Kong
Prudential Asset Management (Singapore) Limited	Ordinary Shares Sing\$1	100%	Singapore
Prudential Atlantic Reinsurance Company Limited	Common Shares \$1	100%	Ireland

Name	Classes of shares held	Proportion held	Country of Incorporation or place of registration if other than England and Wales
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Prudential Australia One Limited	Ordinary Shares £1	100%	
	6% Cumulative Preference Shares	100%	
Prudential Australia Two Limited	Ordinary Shares A\$1	100%	
Prudential Corporation Asia Ltd	Shares HK\$1.00	100%	Hong Kong
Prudential Finance BV	FL100	100%	Netherlands
Prudential Finance (UK) plc	Ordinary Shares £1	100%	
Prudential Global Managers Company Limited	Ordinary Shares €1	100%	Ireland
Prudential GP Ltd	Ordinary Shares £1	100%	Scotland
Prudential Group Secretarial Services Ltd	Ordinary Shares £1	100%	
Prudential ICICI Asst Management Comp Ltd (Joint Venture)	RS 10/- each	55%	India
Prudential ICICI Trust Limited (Joint Venture)	RS 10/- each	55%	India
Prudential Investments (UK) Limited	Ordinary Shares £1	100%	
	Preference Shares £1	100%	
Prudential Jersey Limited	Shares of £1	100%	Jersey
Prudential Leasing Services Ltd	Ordinary Shares £1	100%	
Prudential Logistics Ltd	Ordinary Shares £1	100%	
Prudential (Luxembourg One) Sarl	Ordinary Shares Aus \$1	100%	Luxembourg
Prudential (Luxembourg Two) Sarl	Ordinary Shares Aus \$1	100%	Luxembourg
Prudential (Netherlands) B.V.	Ordinary Shares EUR 100	100%	Netherlands
Prudential One Ltd	Ordinary Shares £1	100%	
Prudential Process Management Services Private Limited	IRP, Rupees 1.00	99.9%	India
Prudential QUEST Limited	Ordinary Shares £1	100%	
Prudential Securities Ltd	Ordinary Shares £1	100%	
Prudential Services Asia Sdn Bhd	Ordinary Shares Ringgit Malaysia 1.00	100%	Malaysia
	Class A Redeemable Preference Shares 10 Ringgit Malaysia	100%	(held indirectly through subsidiary)
	Class B Redeemable Preference Shares US\$10	100%	
Prudential Services Ltd	Ordinary Shares £1	100%	
Prudential Staff Pensions Ltd	Ordinary Shares £1	100%	
Prudential TS Life Assurance plc	Ordinary Shares Baht 10	98.49%	Thailand

Name	Classes of shares held	Proportion held	Country of Incorporation or place of registration if other than England and Wales
Prudential Vietnam Assurance plc	No share capital	100%	Vietnam
Quinner AG	Ordinary Shares €1	88%	Germany
Sri Han Suria Sdn Bhd	Ordinary Shares RM1	51%	Malaysia
	A Redeemable Preference Shares (non cumulative) RM 0.01	100%	
	B Redeemable Preference Shares (non cumulative) RM 0.01	100%	
Staple Ltd	12% Cumulative Preference Shares Baht100	25.88%	Thailand
	Ordinary Shares Baht100	100%	
The Prudential Mortgage Company Ltd	Ordinary Shares £1	100%	

Other subsidiary and associated undertakings, and joint ventures of the Prudential plc group – no shares held directly by Prudential Corporation Holdings Limited or its nominees:

Name	Classes of shares held	Proportion held	Country of Incorporation or place of registration if other than England and Wales
Alcona Funding, LLC	Membership Interest	100%	USA
Berrien Funding, LLC	Membership Interest	100%	USA
BH Clearing LLC	Membership Interest	100%	USA
Brooke Finance Corporation	Common Shares US\$1	100%	USA
Brooke Holdings Inc	Common Shares US\$100,000	100%	USA
	Class A Preferred Shares	100%	
	Class B Preferred Shares	100%	
	Class C Preferred Shares	100%	
	Class D Preferred Shares	100%	
Brooke Holdings (UK) Limited	Common Shares US\$1	100%	USA
Brooke Investment, Inc.	Common Shares US\$1	100%	USA
Brooke Jersey Limited	Common Shares US\$1million	100%	Jersey
Brooke Life Insurance Company Inc	Common Shares US\$100	100%	USA
Calhoun Funding, LLC	Membership Interest	100%	USA
Curian Capital, LLC	Membership Interest	100%	USA
Endeavour, L.L.C	General Membership Interest	16.49%	USA
	Special Membership Interest	76.2%	USA
First Dakota Inc	Common Shares US\$1	100%	USA
First Dakota of Montana Inc	Common Shares US\$1	100%	USA
First Dakota of New Mexico Inc	Common Shares US\$1	100%	USA
First Dakota of Texas Inc	Common Shares US\$10	100%	USA
First Dakota of Wyoming Inc	Common shares US\$1	100%	USA
GS Twenty Eight Limited	Ordinary Shares £1	100%	
Hermitage Management LLC	Membership interest	100%	USA
Holborn Delaware Corporation	Common Shares US\$100,000	100%	USA
Holborn Finance Holding Company	Ordinary Shares £1	100%	
	Preference Shares £1	100%	
	"B" Preference Shares £1	100%	
Hyde Dollco Sarl	Ordinary Shares US\$1	100%	Luxembourg
Hyde YenCo Limited	Ordinary Shares £1	100%	Jersey
IFC Holdings Inc d/b/a INVEST Financial Corporation (Delaware)	Common Shares US\$1	100%	USA
INVEST Financial Corporation Insurance Agency Inc of Alabama	Common Shares US\$10	100%	USA

Name	Classes of shares held	Proportion held	Country of Incorporation or place of registration if other than England and Wales
INVEST Financial Corporation Insurance Agency Inc of Connecticut	Common Shares US\$1	100%	USA
INVEST Financial Corporation Insurance Agency Inc of Delaware	Common Shares US\$10	100%	USA
INVEST Financial Corporation Insurance Agency Inc of Georgia	Common Shares US\$10	100%	USA
INVEST Financial Corporation Insurance Agency Inc of Illinois	Common Shares US\$10	100%	USA
INVEST Financial Corporation Insurance Agency Inc of Maryland	Common Shares US\$10	100%	USA
INVEST Financial Corporation Insurance Agency Inc of Massachusetts	Common Shares US\$10	100%	USA
INVEST Financial Corporation Insurance Agency Inc of Montana	Common Shares US\$10	100%	USA
INVEST Financial Corporation Insurance Agency Inc of Nevada	Common Shares US\$10	100%	USA
INVEST Financial Corporation Insurance Agency Inc of New Mexico	Common Shares US\$10	100%	USA
INVEST Financial Corporation Insurance Agency Inc of Ohio	Common Shares US\$10	100%	USA
INVEST Financial Corporation Insurance Agency Inc of Oklahoma	Common Shares US\$1	100%	USA
INVEST Financial Corporation Insurance Agency Inc of South Carolina	Common Shares US\$10	100%	USA
INVEST Financial Corporation Insurance Agency Inc of Texas	Common Shares US\$1	100%	USA
INVEST Financial Corporation Insurance Agency Inc of Wyoming	Common Shares US\$10	100%	USA
INVEST Financial Corporation Insurance Agency P.A. of Mississippi	Common Shares US\$10	100%	USA
Investment Centres of America Inc	Common Shares US\$1	100%	USA
Jackson National Asset Management LLC	Capital Contribution	100%	USA
Jackson National Life (Bermuda) Limited	Common Shares US\$1	100%	Bermuda
Jackson National Life Distributors Inc	Common Shares US\$1	100%	USA
Jackson National Life Insurance of New York	Common Shares US\$1000	100%	USA
Jackson National Life Insurance Company JNLI LLC (DE)	Common Shares US\$1.15	100%	USA
JNL Investors Series Trust	Mutual Fund Shares	100%	USA
JNLNY Variable Fund I LLC	Mutual Fund Shares	100%	USA
JNLNY Variable Fund II LLC	Mutual Fund Shares	100%	USA
JNL Securities, LLC	Membership Interest	100%	USA

Name	Classes of shares held	Proportion held	Country of Incorporation or place of registration if other than England and Wales
JNL Series Trust	Mutual Fund Shares	100%	USA
JNL Variable Fund LLC	Mutual Fund Shares	100%	USA
JNL Variable Fund III LLC	Mutual Fund Shares	100%	USA
JNL Variable Fund IV LLC	Mutual Fund Shares	100%	USA
JNL Variable Fund V LLC	Mutual Fund Shares	32.62%	USA
National Planning Corporation	Common Shares NVP	100%	USA
National Planning Agency Inc (Georgia)	Common Shares US\$1	100%	USA
National Planning Holdings Inc	Common Shares US\$1	100%	USA
National Planning Insurance Agency Inc (Alabama)	Common Shares US\$1	100%	USA
National Planning Insurance Agency Inc (Florida)	Common Shares US\$1	100%	USA
National Planning Insurance Agency Inc (Idaho)	Common Shares US\$1	100%	USA
National Planning Insurance Agency Inc (Massachusetts)	Common Shares US\$1	100%	USA
National Planning Insurance Agency Inc (Montana)	Common Shares US\$1	100%	USA
National Planning Insurance Agency Inc of Nevada	Common Shares US\$1	100%	USA
National Planning Insurance Agency Inc (Oklahoma)	Common Shares US\$1	100%	USA
National Planning Insurance Agency Inc (Texas)	Common Shares US\$1	100%	USA
National Planning Insurance Agency Inc (Wyoming)	Common Shares US\$1	100%	USA
Park Avenue Investments (1965) Ltd	Ordinary Shares £1	100%	
	Participating Preference Shares £1	100%	
Park Avenue Investments (Guernsey) Ltd	Ordinary Shares £1	100%	Guernsey
Park Avenue Investments (Singapore) Private Ltd	Singapore \$1	100%	Singapore
Park Avenue (Singapore Two) Limited	Class A £1	100%	Gibraltar
	Class B \$1	100%	
Piedmont Funding, LLC	Membership Interest	100%	USA
PPM America Capital Partners, LLC	Membership Interest	20.22%	USA
PPM America CBO II Management Company	Partnership Interests	100%	Bermuda
PPM America Executive Employee LLC	Membership Units	90.65%	USA
PPM America Executive Employee II LLC	Membership Units	54%	USA

Name	Classes of shares held	Proportion held	Country of Incorporation or place of registration if other than England and Wales
PPM America Fund Management GP, Inc	Common Stock US\$ 0.01	100%	USA
PPM America Fund, Inc.	Common Stock	100%	USA
PPM America High Grade CBO I Corp	Common Stock	100%	USA
PPM America High Grade CBO I Ltd	Class C Notes (treated as equity)	49%	Cayman Islands, British West Indies
PPM America High Yield CBO II (Cayman) Ltd	Subordinated Notes (treated as equity)	41%	Cayman Islands, British West Indies
PPM America High Yield CBO II (Delaware) Corp.	Common Stock	100%	USA
PPM America Inc	Common Stock US\$1	100%	USA
PPM America Private Equity Fund LP	Limited partnership interests	100%	USA
	General partnership interests	0.5%	
PPM America Special Investments CBO II Corp.	Common Stock	100%	USA
PPM America Special Investments CBO II LP	General Partnership Interest	1%	USA
	Limited Partnership Interest	60%	
PPM America Special Investments Fund LP	General Partnership Interest	1%	USA
	Limited Partnership Interest	96%	
PPM America Structured Finance CBO I Corp.	Common Stock	100%	USA
PPM America Structured Finance CBO I Ltd	Class C Notes (treated as equity)	44.5%	Cayman Islands, British West Indies
PPM Finance Inc	Common Stock US\$1	100%	USA
PPM Holdings Inc	Common Stock US\$1	100%	USA
PPM Management Inc	Common Stock US\$0.01	100%	USA
PPM MGP (Bermuda) Ltd	Common Stock \$1	100%	Bermuda
PPM SERVES Executive LLC	Limited Liability Company Interests, denominated in units	49%	USA
Prudential – AA (Joint Venture)	No share capital	70%	Vietnam
Prudential Assurance Malaysia Berhad	Ordinary Shares RM1	51%	Malaysia
Prudential Australia Holdings (UK) Limited	Ordinary Shares A\$1	100%	Australia
Prudential Australia Holdings (UK) Two Limited	Ordinary Shares A\$1	100%	Australia
Prudential Corporation Australasia Holdings Private Limited	Ordinary Shares Au\$1	100%	Australia

Name	Classes of shares held	Proportion held	Country of Incorporation or place of registration if other than England and Wales
Prudential Corporation Ltd	Ordinary Au\$1	100%	
	Participating Preference Shares Au\$1	100%	
	Ordinary Shares £1	100%	
Prudential Financial Services Ireland One	Ordinary Shares A\$1	100%	Ireland
	Ordinary Shares A\$ 0.01	100%	
Prudential Financial Services Ireland Three Limited	Ordinary Shares £0.01	100%	Ireland
Prudential Financial Services Ireland Two	Ordinary Shares A\$1	100%	Ireland
Prudential Four Limited	Ordinary Shares £1	100%	
Prudential (Gibraltar) Limited	Ordinary Shares of £1	100%	Gibraltar
Prudential (Gibraltar Two) Limited	Ordinary Shares of US\$1	100%	Gibraltar
Prudential Global Umbrella Fund plc	Ordinary Shares €1	100%	Ireland
Prudential (Guernsey) LP	Ordinary Shares £1	100%	Guernsey
Prudential Three Ltd	Ordinary Shares £1	100%	
Prudential Two Ltd	Ordinary Shares £1	100%	
Prudential Unit Trust Berhad	Ordinary Shares RM 1	51%	Malaysia
SII Insurance Agency Inc (Massachusetts)	Common Shares US\$1	100%	USA
SII Insurance Agency Inc (Wisconsin)	Common Shares US\$1	100%	USA
SII Investments Inc	Common Shares US\$0.01	100%	USA
SII Ohio Insurance Agency Inc	Common Shares - unknown	100%	USA
Structured Enhanced Return Vehicle Trust, Series 1999-5	Class A Certificates	39%	USA
	Class B Certificates	100%	
Structured Enhanced Return Vehicle Trust, Series 2001-6	Class A Certificates	37.33%	USA
	Class B Certificates	100%	

Director:

[Signature]
on behalf of PRUDENTIAL PLC

Date: 23 June 2005