

HENRY DAVIES (HOLBORN) LIMITED

Company No: 501607

FINANCIAL STATEMENTS

for the year ended

31 MARCH 2003



**COHEN, ARNOLD & CO
CHARTERED ACCOUNTANTS
REGISTERED AUDITORS
LONDON NW11 0PU**

HENRY DAVIES (HOLBORN) LIMITED

DIRECTORS

B S E Freshwater
L Stempel

SECRETARY

M R M Jenner F.C.I.S.

REGISTERED OFFICE

Freshwater House
158-162 Shaftesbury Avenue
LONDON WC2H 8HR

AUDITORS

Cohen, Arnold & Co
New Burlington House
1075 Finchley Road
LONDON NW11 0PU

HENRY DAVIES (HOLBORN) LIMITED
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FOR THE YEAR ENDED 31 MARCH 2003

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HENRY DAVIES (HOLBORN) LIMITED

DIRECTORS' REPORT

The Directors have pleasure in presenting their Annual Report together with the audited Financial Statements of the Company for the year ended 31 March 2003.

PRINCIPAL ACTIVITY AND BUSINESS REVIEW

The principal activity of the Company is investment in listed securities.

Throughout the year the Company has pursued its traditional activities and there has been no significant change in the business, nor is any envisaged in the immediate future.

RESULTS AND DIVIDEND

The financial results of the Company's activities for the year ended 31 March 2003 are fully reflected in the attached Financial Statements together with the Notes thereon.

The Directors recommend the payment of a dividend of £849,000 (2002: £850,000) for the year under review.

INVESTMENTS

In the light of the overall increase in the quoted price of the shares in Daejan Holdings PLC since acquisition, which comprise the Company's investments, the Directors have decided that they should continue to be included in the Financial Statements at a figure that more accurately reflects their current value. Accordingly, at 31 March 2003, the holding is included at the then middle market price and the increase in value since acquisition has been transferred to Revaluation Reserve.

DIRECTORS AND DIRECTORS' INTERESTS

The Directors who served throughout the year, and who are still in office, are:

Mr B S E Freshwater
Mr L Stempel

The Articles of Association do not require Directors to retire by rotation.

The Directors do not have Service Contracts, nor do they receive any emoluments from the Company.

The whole of the Issued Share Capital of the Company is owned by Norman Sinclair (Properties) Limited, a wholly-owned subsidiary undertaking of Highdorn Co. Limited, a Company of which Mr B S E Freshwater is also a director and in which he has a non-beneficial interest in fifty shares out of the total issued ordinary share capital of one hundred shares. Another member of the Freshwater Family is beneficially interested in the remaining fifty shares. Mr L Stempel is also a director of Highdorn Co. Limited but has no interest in its Share Capital.

The Directors do not have any beneficial interest in the Company, the Company's Parent Undertaking or any Subsidiary of the Company's Parent Undertaking.

HENRY DAVIES (HOLBORN) LIMITED

DIRECTORS' REPORT

DIRECTORS' RESPONSIBILITIES

Company law requires the Directors to prepare Financial Statements for each financial year which give a true and fair view of the state of affairs of the Company and of its profit or loss for that period. In preparing the Financial Statements, the Directors are required to:

- i) select suitable accounting policies and apply them consistently
- ii) make judgements and estimates that are reasonable and prudent
- iii) follow applicable Accounting Standards, subject to any material departures disclosed and explained in the Financial Statements
- iv) prepare the Financial Statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for maintaining proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the Financial Statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

TAXATION STATUS

So far as the Directors are aware, the Company is a "close company" within the meaning of the provisions of Section 414 Taxes Act, 1988.

AUDITORS

A resolution will be proposed at the Annual General Meeting that Messrs Cohen, Arnold & Co, Chartered Accountants, are to be reappointed Auditors of the Company and that their remuneration is to be determined by agreement with the Directors.

By Order of the Board



M R M Jenner - Secretary

HEAD OFFICE
Freshwater House
158-162 Shaftesbury Avenue
LONDON WC2H 8HR

15 January 2004

INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS

- OF -

HENRY DAVIES (HOLBORN) LIMITED

We have audited the Financial Statements on pages 5 to 12 which have been prepared under the historical cost convention and the accounting policies set out on page 8.

This report is made solely to the Company's members as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

RESPECTIVE RESPONSIBILITIES OF THE DIRECTORS AND THE AUDITORS

As described on page 2, the Directors of the company are responsible for the preparation of the Financial Statements in accordance with applicable law and United Kingdom Accounting Standards.

It is our responsibility to audit the Financial Statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the Financial Statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' report is not consistent with the Financial Statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding the Directors' remuneration and transactions with the company is not disclosed.

We read the Directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

BASIS OF AUDIT OPINION

We conducted our audit in accordance with United Kingdom Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the Financial Statements. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the Financial Statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Financial Statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the Financial Statements.

INDEPENDENT AUDITORS' REPORT

(Continued)

TO THE SHAREHOLDERS

- OF -

HENRY DAVIES (HOLBORN) LIMITED

OPINION

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 31 March 2003 and of its profit for the year then ended, and have been properly prepared in accordance with the Companies' Act 1985.



Date: ¹⁵ January 2004

London

COHEN, ARNOLD & CO
Chartered Accountants and
Registered Auditors

HENRY DAVIES (HOLBORN) LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 MARCH 2003

	Note	<u>2003</u> £	<u>2002</u> £
Income from Fixed Asset Investments - Dividends Receivable		1,005,727	1,005,727
Administrative Expenses	2	(935)	(935)
OPERATING PROFIT		1,004,792	1,004,792
Interest Payable	3	(221,970)	(221,761)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		782,822	783,031
Taxation	4	67,000	67,000
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		849,822	850,031
Proposed Dividend		(849,000)	(850,000)
RETAINED PROFIT FOR THE FINANCIAL YEAR		822	31
Retained Profit Brought Forward		7,508	7,477
RETAINED PROFIT CARRIED FORWARD	9	£8,330	£7,508

None of the Company's activities was acquired or discontinued during the financial year nor in the previous year.

The notes on pages 8 to 12 form part of these Financial Statements.

HENRY DAVIES (HOLBORN) LIMITED

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

FOR THE YEAR ENDED 31 MARCH 2003

	<u>2003</u>	<u>2002</u>
	£	£
Retained Profit for the Financial Year	822	31
Unrealised (Deficit)/ Surplus on Revaluation of Listed Investments	(4,449,102)	5,029,000
Total Recognised (Losses)/Gains for the Year	£ (4,448,280)	£ 5,029,031

HENRY DAVIES (HOLBORN) LIMITED

BALANCE SHEET AS AT 31 MARCH 2003

		<u>2003</u>		<u>2002</u>	
	Note	£	£	£	£
FIXED ASSETS					
Investments	1, 5 & 9		23,595,898		28,045,000
CURRENT ASSETS					
Debtors	6	591,566		535,501	
Cash at Bank		4,054		60,297	
		595,620		595,798	
CREDITORS: Amounts falling due within one year	7	(2,450,344)		(2,451,344)	
NET CURRENT LIABILITIES			(1,854,724)		(1,855,546)
NET ASSETS			£21,741,174		£26,189,454
CAPITAL AND RESERVES					
Called up Share Capital	8		100		100
Revaluation Reserve	9		21,617,490		26,066,592
Other Reserves	9		115,254		115,254
Profit and Loss Account	9		8,330		7,508
			£21,741,174		£26,189,454

The Financial Statements were approved by the Board on **15** January 2004
and signed on its behalf by

.....

B S E Freshwater - Director

The notes on pages 8 to 12 form part of these Financial Statements.

HENRY DAVIES (HOLBORN) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2003

1. ACCOUNTING POLICIES

The following accounting policies have been used consistently in the preparation of the Company's Financial Statements.

1.1 BASIS OF ACCOUNTING

The financial statements have been prepared under the Historical Cost Convention, with the exception of listed investments which are included at middle market value at 31 March 2003.

1.2 TAXATION

(i) Current:

Provision is made for consideration payable to or receivable from other Group Undertakings for the surrender of losses under group relief provisions.

(ii) Deferred:

The Financial Statements have been prepared in accordance with Financial Reporting Standard 19 (FRS 19), which requires full provision in the accounts to be made for deferred tax on all timing differences with certain exceptions. In accordance with FRS 19, no provision is made for tax on unrealised revaluation surpluses in relation to Listed Investments.

1.3 CASH FLOW STATEMENT

The company is exempted from the requirement to prepare a Cash Flow Statement (in accordance with Financial Reporting Standard No 1) on the basis of its being a "small company" as defined by Section 247 Companies Act 1985.

2. ADMINISTRATIVE EXPENSES

	<u>2003</u>	<u>2002</u>
	£	£
Auditors' Remuneration	920	920
General Expenses	15	15
	£935	£935

The Directors of the Company received no emoluments from the Company in the year or in the previous year.

Apart from the Directors, there were no other employees of the Company during the year or in the previous year.

HENRY DAVIES (HOLBORN) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2003

3. INTEREST PAYABLE

	<u>2003</u>	<u>2002</u>
	£	£
Interest on Loan from Connected Company	221,761	221,761
Bank Charges	209	-
	£221,970	£221,761

4. TAXATION

	<u>2003</u>	<u>2002</u>
The credit in the Profit and Loss Account comprises:		
Consideration Receivable for Group Relief (Note 6)	£(67,000)	£(67,000)
Factors affecting the tax credit for the year:		
Profit on Ordinary Activities before Taxation	£782,822	£783,031
Consideration for Group Relief at the standard rate at 30% (2002: 30%)	234,847	234,909
Non-Taxable income	(301,718)	(301,718)
Other differences	(129)	(191)
	(67,000)	(67,000)

5. INVESTMENTS

Listed Investments

	£
Shares at Cost	1,978,408
Revaluation Surplus At 1 April 2002	26,066,592
Shares at Market Value at 1 April 2002	28,045,000
Revaluation Deficit for the Year (Note 9)	(4,449,102)
Shares at Market Value at 31 March 2003	£23,595,898

In the event of a realisation of the Company's Listed Investments at an amount equal to the valuation recorded in the Financial Statements, a liability to corporation tax on chargeable gains would arise, which is estimated at £4,648,000 (2002: £6,055,000) and for which no provision has been made in the Financial Statements in accordance with FRS 19.

HENRY DAVIES (HOLBORN) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2003

6. DEBTORS

	<u>2003</u>	<u>2002</u>
	£	£
Amount due from Immediate Parent Undertaking (see below)	394,613	380,533
Amount due from Ultimate Parent Undertaking (see below)	87,153	87,968
Amount due from Fellow Subsidiary Undertaking (see below)	42,800	-
Consideration Receivable for Group Relief (Note 4)	67,000	67,000
	£591,566	£535,501

Amounts due from Parent Undertakings and Fellow Subsidiary Undertaking are interest free and effectively repayable on demand.

7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	<u>2003</u>	<u>2002</u>
	£	£
Amounts due to Fellow Subsidiary Undertakings (see below)	122,001	122,001
Amount due to Connected Company (see below)	1,478,408	1,478,408
Proposed Dividend	849,000	850,000
Creditors and Accruals	935	935
	£2,450,344	£2,451,344

The amounts due to Fellow Subsidiary Undertakings are interest free and effectively repayable on demand.

The amount due to Connected Company represents a loan which bears interest at 15% per annum and is effectively repayable on demand.

HENRY DAVIES (HOLBORN) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2003

8. CALLED UP SHARE CAPITAL

	Number	£
Ordinary Shares of £1 each: Authorised, Issued and Fully Paid: At 31 March 2003 and 2002	100	100

9. RESERVES

	£	£
Revaluation Reserve		
At 1 April 2002		26,066,592
Deficit on Revaluation of Listed Investments for the Year (Note 5)		(4,449,102)
At 31 March 2003		£21,617,490
Other Reserves - Capital Reserve		
At 31 March 2003 and 2002		115,254
Profit and Loss Account		
At 1 April 2002	7,508	
Retained Profit for the Year	822	
At 31 March 2003		8,330
Total Reserves and Retained Earnings at 31 March 2003		£21,741,074

HENRY DAVIES (HOLBORN) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2003

10. CONTINGENT LIABILITIES

The Company has given an unlimited guarantee to the bankers of its Ultimate Parent Undertaking, Highdorn Co. Limited, in respect of which the amount outstanding at 31st March 2003 was £Nil (2002: £Nil), in support of an unlimited guarantee given by Highdorn Co. Limited for bank loan and overdraft facilities granted to the under mentioned.

	<u>2003</u> £	<u>2002</u> £
Companies connected with a director	54,004	59,190
Third Parties	-	168,262
	£54,004	£227,452

11. ULTIMATE PARENT UNDERTAKING AND CONTROL

The Company is controlled by its Ultimate Parent Undertaking, Highdorn Co. Limited, a Company incorporated in England. Highdorn Co. Limited does not have a controlling party.