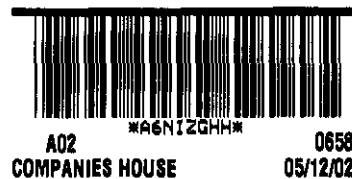


Crozero Limited

**Directors' report and financial
statements**

Registered number 1269708

31 March 2002



Directors' report and financial statements

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Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 March 2002.

Business review

The company did not trade during the year.

Dividends

The directors do not recommend the payment of a dividend (2001: £nil).

Directors and directors' interests

The directors who held office during the year were as follows:

BSE Freshwater (Chairman)
D Davis

The Articles of Association of the company do not require the directors to retire by rotation.

The directors do not have service contracts nor do they receive any emoluments from the company.

None of the directors who held office at the end of the financial year had any disclosable interest in the shares of the company. Their interests, and those of their families and family trusts, in the share capital of the ultimate holding company, Daejan Holdings PLC, are set out in the directors' report of that company.

Auditors

In accordance with Section 385 of the Companies Act 1985, a resolution for the re-appointment of KPMG Audit Plc as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

By order of the board



MRM Jenner
Secretary

Registered office
Freshwater House
158-162 Shaftesbury Avenue
London WC2H 8HR

30 July 2002

Statement of 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 the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 keeping 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



KPMG Audit Plc

PO Box 695
8 Salisbury Square
London
EC4Y 8BB

Independent auditors' report to the members of Crozera Limited

We have audited the financial statements on pages 4 to 6.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the directors' report and, as described on page 2, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

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 directors' remuneration and transactions with the company is not disclosed.

Basis of audit opinion

We conducted our audit in accordance with 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.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 March 2002 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit Plc

KPMG Audit Plc
Chartered Accountants
Registered Auditor

30 July 2002

Balance sheet
at 31 March 2002

	<i>Note</i>	2002 £	2001 £
Current assets			
Debtors	2	58,153	58,153
Creditors: amounts falling due within one year	3	(48,361)	(48,361)
Net assets		9,792	9,792
Capital and reserves			
Equity share capital		2	2
Non-equity share capital		100	100
Called up share capital	4	102	102
Profit and loss account	5	9,690	9,690
Shareholders' funds		9,792	9,792

Other than the non-equity share capital of £100, shareholders' funds relate exclusively to equity shareholders' interests.

These financial statements were approved by the board of directors on 30 July 2002 and were signed on its behalf by:


BSE Freshwater
Director

Notes

(forming part of the financial statements)

1 Accounting policies

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules.

2 Debtors

	2002 £	2001 £
Amounts owed by fellow subsidiary undertakings	58,143	58,143
Other debtors	10	10
	58,153	58,153

3 Creditors: amounts falling due within one year

	2002 £	2001 £
Amounts due to parent undertaking	5,310	5,310
Amounts owed to fellow subsidiary undertakings	43,041	43,041
Other creditors and accruals	10	10
	48,361	48,361

Notes (continued)

4 Called up share capital

	2002 £	2001 £
<i>Authorised</i>		
Ordinary shares of £1 each	100	100
Deferred shares of £1 each	100	100
	200	200
<i>Allotted, called up and fully paid</i>		
Ordinary shares of £1 each	2	2
Deferred shares of £1 each	100	100
	102	102

The deferred shares do not confer the right on the holders to receive a dividend.

These shares would rank below ordinary shares and be redeemable at par, in the event of the winding up of the company. The deferred shares carry no voting rights.

5 Profit and loss account

During the financial year and the preceding financial year the company did not trade, it received no income and incurred no expenditure. Consequently the company made neither a profit nor a loss and therefore a profit and loss account has not been prepared.

6 Ultimate holding company and parent undertaking of larger group of which the company is a member

The company's ultimate holding company is Daejan Holdings PLC, which is incorporated in Great Britain and registered in England and Wales.

The consolidated financial statements of Daejan Holdings PLC are available to the public and may be obtained from: Freshwater House, 158-162 Shaftesbury Avenue, London WC2H 8HR.

No group financial statements include the results of the company.

7 Cash flow statement

Under Financial Reporting Standard 1, the company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly-owned subsidiary undertaking of a UK company.