

**COMPANIES
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H. W. WOOD INTERNATIONAL LIMITED

DIRECTORS' REPORT AND UNAUDITED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30TH JUNE 2002



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Company No. 2118721

H. W. WOOD INTERNATIONAL LIMITED

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H. W. WOOD INTERNATIONAL LIMITED

COMPANY INFORMATION

Directors	Mr J.A. Hayward H.W. Wood Enterprises Limited
Secretary	Mr J.A. Hayward
Company Number	2118721
Registered Office	The Baltic Exchange 38 St Mary Axe London EC3A 8BH

H. W. WOOD INTERNATIONAL LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30TH JUNE 2002

The directors present their report together with the financial statements for the year ended 30th June 2002.

Principal Activity

The company is dormant and has not traded during the year.

Directors and their interests

The directors at 30th June 2002 are listed on page 1.

At 1st July 2001 and 30th June 2002, H.W. Wood Enterprises Limited had a beneficial interest in 5,000 ordinary shares of £1 each.

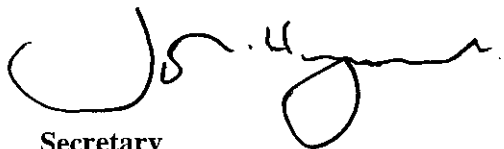
No other director had a beneficial interest in the share capital of the company.

Auditors

The company is exempt from audit by virtue of section 249AA of the Companies Act 1985.

This report was approved by the board, taking advantage of special exemptions available to small companies.

By order of the Board



Secretary

Date: 27.11.02

H. W. WOOD INTERNATIONAL LIMITED

BALANCE SHEET AS AT 30TH JUNE 2002

	Notes	2002 £	2001 £
Current Assets			
Debtors	3	<u>1,900</u>	<u>1,900</u>
		<u>1,900</u>	<u>1,900</u>
Total Assets Less Current Liabilities		<u><u>1,900</u></u>	<u><u>1,900</u></u>
Capital and Reserves			
Share capital	4	<u>5,000</u>	<u>5,000</u>
Profit and loss account		<u>(3,100)</u>	<u>(3,100)</u>
Shareholders' funds		<u><u>1,900</u></u>	<u><u>1,900</u></u>

For the year ended 30th June 2002 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

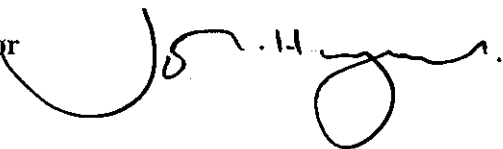
Members have not required the company to obtain an audit in accordance with Section 249B(2) of the Companies Act 1985.

The directors confirm that they are responsible for:

ensuring that the company keeps accounting records which comply with Section 221 of the Companies Act 1985, and

preparing financial statements which give a true and fair view of the state of the affairs of the company as at the end of the financial year and of its results for the financial year in accordance with the requirements of Section 226 of the Companies Act 1985, and which otherwise comply with the requirements of this Act relating to accounts, so far as applicable to the company.

Director



Approved on: 27. 11. 02

H. W. WOOD INTERNATIONAL LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30TH JUNE 2002

1 Accounting Policies

Basis of Preparation of Financial Statements

The financial statements are prepared under the historical cost convention and are in accordance with applicable Accounting Standards.

2 Profit and Loss Account

The company has not traded, made profits or losses nor incurred any liabilities during the year or the preceding year. Therefore no profit and loss account is attached.

3 Debtors	2002 £	2001 £
Amounts owed by parent undertaking	<u>1,900</u>	<u>1,900</u>
4 Share Capital	2002 £	2001 £
Authorised Equity Shares		
Ordinary shares of £1.00 each	<u>50,000</u>	<u>50,000</u>
Allotted, called up and fully paid Equity Shares		
Ordinary shares of £1.00 each	<u>5,000</u>	<u>5,000</u>

5 Ultimate Parent Undertaking

The parent undertaking is H.W. Wood Enterprises Limited, a company incorporated in England.

The largest and smallest group in which the results of the company are consolidated is that headed by H.W. Wood Enterprises Limited.

The ultimate parent undertaking is Botanica N.V., a company incorporated in the Netherlands Antilles. The directors are unaware of the identity of the shareholders of Botanica N.V.

The directors consider H.W. Wood Esq., a resident of the USA and a director of the intermediate holding company H.W. International B.V., to be a controlling party of H.W. Wood International Limited.

6 Contingent Liabilities

The company's bankers hold a fixed and floating charge over the undertaking of the company.

The company has guaranteed the bank borrowings of its parent and U.K. fellow subsidiary undertakings, the amount outstanding at 30th June 2002 being £Nil (2001: £74,995) on office accounts.