GLOBOL CHEMICALS (UK) LIMITED

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of the Company shall be held at Birch Conference Centre on 19 April 2001 at 3.30 p.m. for the transaction of the following business:

1. To consider and adopt the Report of the Directors and the Accounts for the period ended 30 June 2000.

2. To re elect, each by separate resolution, Mr T N M Seaman and Mr A Lindsay as Directors of the Company.

3. To re appoint KPMG Audit plc as auditors of the Company.

4. To authorise the Board to fix the remuneration of the Auditors

By order of the Board

C A BARNET
Secretary

Middleton Way
Middleton
Manchester M24 4DP
19 April 2001

A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company.

Secretary	C A Barnet
Registered Office	Middleton Way Middleton Manchester M24 4DP
Registered Number	2495721

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GLOBOL CHEMICALS (UK) LIMITED

REPORT OF THE DIRECTORS

The directors present their annual report and the audited financial statements for the year ended 30 June 2000.

PRINCIPAL ACTIVITY

The principal activities of the company are the manufacture and distribution of chemical products.

RESULTS AND DIVIDEND

The Directors did not recommend the payment of a dividend. (1999 - £506,038).

DIRECTORS: The directors who have held office are as follows:
M Handley
J P Budsworth
T N M Seaman
A Lindsay
T J Monks
N P Smith
M A Stevens

Mr M Handley, Mr J P Budsworth, Mr T J Monks and Mr N P Smith were Directors throughout the financial year.

Mr M A Stevens resigned as a Director with effect from 10 April 2000.
Mr J P Budsworth resigned as a Director with effect from 20 November 2000
Mr M Handley resigned as a Director with effect from 9 January 2001
Mr T N M Seaman was appointed Director with effect from 9 January 2001
Mr A Lindsay was appointed Director with effect from 9 January 2001

Mr T N M Seaman and Mr A Lindsay, having been appointed as Directors, retire, and being eligible, offer themselves for re election.

In accordance with the Articles of Association, none of the directors are required to retire by rotation.

DIRECTORS' INTERESTS

The interests of Mr M Handley, Mr T J Monks and Mr J P Budsworth as directors of the ultimate parent undertaking are declared in the respective accounts and statutory books.

None of the Directors had any other interest in shares or debentures of other subsidiary companies of the ultimate parent undertaking at 30 June 1999 or 30 June 2000.

No director, either during or at the end of the financial year, was materially interested in any contract that was significant in relation to the Company's business.

GLOBOL CHEMICALS (UK) LIMITED

REPORT OF THE DIRECTORS (Continued)

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law required the Directors to prepare the 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 these financial statements, the Directors are required to:

- select accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent:
- prepare the financial statements on a 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.

By order of the Board

C A BARNET
Secretary

Middleton Way
Middleton
Manchester M24 4DP
19 April 2001

KPMG Audit Plc
Plym House
3 Longbridge Road
Marsh Mills
Plymouth PL6 8LT
United Kingdom

Report of the auditors to the members of Globol Chemicals (UK) Limited

We have audited the financial statements on pages 5 to 16.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the directors' report and, as described on page 3 , 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. 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 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 30 June 2000 and of its loss 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

19 April 2001

GLOBOL CHEMICALS (UK) LTD.

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 30 JUNE 2000

	Note	Year to June 2000 £	9 Months to June 1999 £
TURNOVER	1	12942166	8203350
Cost of Sales		(10200381)	(6210629)
Gross Profit		2741785	1992721
Distribution Costs		(220058)	(167778)
Administration Expenses		(2625327)	(1734289)
OPERATING (LOSS)/PROFIT	4	(103600)	90654
Other Interest Receivable and Similar income	5	21827	17653
Interest Payable and Similar charges	6	(171060)	(98882)
(LOSS)/ PROFIT ON ORDINARY ACTIVITIES BEFORE TAX		(252833)	9425
Taxation	7	-	176092
(LOSS) / PROFIT ON ORDINARY ACTIVITIES AFTER TAX		(252833)	185517
Dividends	8	-	(506038)
RETAINED LOSS FOR THE PERIOD		(252833)	(320521)

All items dealt with in arriving at operating profit/loss for both the periods ended 30 June 1999 and 30 June 2000 relate to continuing operations.

There are no recognised gains or losses other than those shown above.

GLOBOL CHEMICALS (UK) LTD.

RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

FOR THE YEAR ENDED 30 JUNE 2000

	Year to June 2000 £	9 months to June 1999 £
(Loss) / Profit for the Financial Period	(252833)	185517
Dividend payable	-	(506038)
Net Movement on Shareholders' funds	(252833)	(320521)
Opening Shareholders' Funds	402705	723226
Closing Shareholders' Funds	149872	402705

GLOBOL CHEMICALS (UK) LIMITED

BALANCE SHEET AS AT 30 JUNE 2000

	Note	30th June 2000 £'s	Restated 30th June 1999 £'s
FIXED ASSETS			
Tangible assets	9	1292622	1174684
		1292622	1174684
CURRENT ASSETS			
Stocks	10	1806132	1398344
Debtors	11	1813556	2450964
Cash at bank and in hand		419425	430491
		4039113	4279799
CREDITORS - Amounts falling due within one year	12	(5066248)	(4895964)
NET CURRENT LIABILITIES		(1027135)	(616165)
TOTAL ASSETS LESS CURRENT LIABILITIES		265487	558519
CREDITORS - Amounts falling due after more than one year	13	(50932)	(91131)
Provisions for Liabilities and Charges	14	(64683)	(64683)
NET ASSETS		149872	402705
CAPITAL AND RESERVES			
Called up share capital	15	30000	30000
Profit and loss account	17	119872	372705
		149872	402705

The accounts were approved by the Board on and signed on its behalf by

TNM Seaman
Director

2001

GLOBOL CHEMICALS (UK) LIMITED

ACCOUNTING POLICIES

The following accounting policies have been applied consistently, save as disclosed in c below, in dealing with items which are considered material in relation to the Company's financial statements.

a. Basis of Preparation

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

b. Tangible Fixed Assets

Depreciation is provided to write-off the cost less estimated residual value of tangible fixed assets by equal instalments over their estimated useful economic lives, as follows:

Leasehold Improvements	15%
Plant and Machinery	15%
Office Furniture	15%
Computer Equipment	33%
Motor Vehicles	25%

c. Stocks

Stocks are stated at the lower of cost and net realisable value. In previous years moulds have been analysed as tangible fixed assets. There was a change in accounting policy in the year to bring the company in line with Group policies. Moulds are now analysed as stock. The prior period figures have been adjusted. There has been no profit effect as a result of this change in policy, either in this year or the prior period. Moulds continue to be amortised over 4 years.

d. Taxation

Corporation tax payable is provided on taxable profits at the current rate. Provision is made for deferred tax only to the extent that it is probable that an actual liability will crystallise.

e. Hire purchase and operating leases

Assets acquired under the terms of hire purchase contracts are capitalised and depreciated over their estimated useful lives. Hire purchase interest is charged to the profit and loss account evenly over the terms of the agreement.

Operating leases are charged to the profit and loss account on a straight line basis over the life of the operating lease.

f. Turnover

Turnover represents the amounts, excluding Value Added Tax, derived from the provision of goods and services to third party customers during the period.

g. Pensions

The company operates an optional defined contribution pension scheme for all full-time employees. Contributions are charged to the profit and loss account as incurred.

h. Research and Development Expenditure

Expenditure on research and development is written off against profits in the period in which it is incurred.

i. Foreign currency transactions.

Foreign currency transactions are translated into sterling at the rate ruling at the date of the transaction. Balances at the year end denominated in foreign currency have been translated at the rate ruling at that date.

GLOBOL CHEMICALS (UK) LIMITED

NOTES TO THE ACCOUNTS

1. TURNOVER

Turnover arises from a single business segment in the following geographical areas:

	Year to June 2000 £'s	9 Months to June 1999 £'s
United Kingdom	7397419	3642314
Overseas	5544747	4561036
	12942166	8203350

2. CASH FLOW STATEMENT

As at 30 June 2000, the company was ultimately a wholly-owned subsidiary undertaking of McBride plc, which published a group cash flow statement in compliance with Financial Reporting Standard No. 1 (revised 1996). Accordingly, a cash flow statement is not presented in these accounts.

3. EMPLOYEE and DIRECTORS COSTS

The aggregate payroll costs of employees (excluding Directors) were as follows:-

	Year to June 2000 £'s	9 Months to June 1999 £'s
Wages and Salaries	2085751	1239738
Social Security Costs	140746	93225
Other Pension Costs	21741	19448
	2248238	1352411

Mr M Handley, Mr J Budsworth and Mr T J Monks were Directors of the ultimate parent undertaking during the period and have been remunerated by that company in their capacity as Directors.

NOTES TO THE ACCOUNTS (Continued)

3. EMPLOYEES COSTS (Continued)

The average weekly number of employees during the year was as follows:

	No.	No.
Production	118	111
Administration	6	5
Sales	4	3
	128	119

4. OPERATING (LOSS)/PROFIT

	Year to June 2000 £'s	9 Months to June 1999 £'s
Operating (loss)/profit is stated after charging/(crediting):		
Depreciation	432928	301307
Operating Leases		
- Other	126780	95085
Amounts written off intangible fixed assets	-	13170
Auditor's Remuneration:	16000	12000
Loss/(Profit) on exchange	8345	(787)
Charitable donations	50	-
Research & development	117530	75530
Profit on disposal of fixed assets	(3506)	(6912)

5. OTHER INTEREST RECEIVABLE AND SIMILAR INCOME

An analysis of the Interest Receivable for the periods ended 30 June 2000 and 30 June 1999 is set out below:

	Year to June 2000 £'s	9 Months to June 1999 £'s
Bank Interest	21827	17653
	21827	17653

6. INTEREST PAYABLE AND SIMILAR CHARGES

An analysis of the Interest Payable for the periods ended 30 June 2000 and 30 June 1999 is set out below:

	Year to June 2000 £'s	9 Months to June 1999 £'s
Group Loan Interest	159480	86462
Bank interest	2297	-
Hire purchase interest	9283	12420
	171060	98882

NOTES TO THE ACCOUNTS (Continued)

7. TAXATION

An analysis of the taxation charge for the periods ended 30 June 1999 and 30 June 2000 is set out below:

	Year to June 2000 £'s	9 Months to June 1999 £'s
Under/(Over) provision in prior years	-	(146323)
Deferred taxation	-	(29769)
	-	(176092)

8. DIVIDENDS PAYABLE

An analysis of the Dividends paid and payable for the periods ended 30 June 1999 and 30 June 2000 is set out below.

	Year to June 2000 £'s	9 Months to June 1999 £'s
Dividends Payable – Ordinary - equity	-	506038
	-	506038

NOTES TO THE ACCOUNTS (Continued)

9. FIXED ASSETS

	Plant & Fixtures £'s	Payments on Account and Assets Under Construction £'s	Total £'s
COST			
1 July 1999	3128731	-	3128731
Additions	566169	49300	615469
Disposals	(24260)	-	(24260)
Reanalysis of moulds	(133626)	-	(133626)
30 June 2000	3537014	49300	3586314
DEPRECIATION			
1 July 1999	(1954047)	-	(1954047)
Reanalysis of moulds	73195	-	73195
Charge for the period	(432928)	-	(432928)
Disposals	20088	-	20088
30 June 2000	(2293692)	-	(2293692)
NET BOOK VALUE			
30 June 2000	1243322	49300	1292622
30 June 1999	1174684	-	1174684

Included in the total net book value of plant and fixtures above is £105679 (1999 - £224827) in respect of assets held under hire purchase contracts. Depreciation for the year on these assets was £42041 (1999 - £42041).

10. STOCKS

	30th June 2000 £'s	30th June 1999 £'s
Raw Materials and Consumables	1349194	994159
Moulds	182043	121612
WIP	68908	-
Finished Goods	205987	282573
	1806132	1398344

The replacement value of stocks is not materially different from the balance sheet value.

NOTES TO THE ACCOUNTS (Continued)

11. DEBTORS

	30th June 2000 £'s	30th June 1999 £'s
Trade Debtors	1058180	1813034
Amounts owed by group undertakings	460131	251318
Corporation tax	174930	146930
VAT	71696	147693
Other Debtors	5606	34710
Prepayments and accrued income	43013	57279
	1813556	2450964

12. CREDITORS: Amounts falling due within one year

	30th June 2000 £'s	30th June 1999 £'s
Trade Creditors	2177479	2481054
Amounts due to group companies	169395	323722
Deferred income	-	15000
Intergroup funding balance	2403019	1280100
Other Creditors	75426	140859
Corporation Tax	-	-
Taxation and Social Security	40191	28196
Accruals	155340	78705
Finance Lease Obligations – HP Contracts	39360	42290
Dividend Payable	6038	506038
	5066248	4895964

Interest is payable on the intergroup funding loan at three-month LIBOR plus 0.5%. There are no terms as to repayment and there is no security given.

13. CREDITORS: Amounts falling due after more than one year

	30th June 2000 £'s	30th June 1999 £'s
Finance Lease Obligations – HP	50932	91131

NOTES TO THE ACCOUNTS (Continued)

These are repayable by instalments	30th June 2000 £'s	30th June 1999 £'s
Between one and two years	39360	40064
Between two and five years	11572	51067
	50932	91131

The finance lease obligations are secured on the assets to which they relate.

14. PROVISIONS FOR LIABILITIES & CHARGES

	Deferred Taxation £
At beginning of period	64683
Credit for the period	-
At end of period	64683

All provisions relate to accelerated capital allowances.

15. CALLED UP SHARE CAPITAL

The share capital at 30 June 2000 was:

SUMMARY OF SHARE DETAILS	30th June 2000 £'s	30th June 1999 £'s
Authorised		
Equity: Ordinary shares of £1 each	30000	30000
Allotted, called up and fully paid		
Equity: Ordinary shares of £1 each	30000	30000

16. FINANCIAL COMMITMENTS

a. Capital Commitments

	30th June 2000 £'s	30th June 1999 £'s
Authorised and Contracts placed	-	253917

b. Operating Leases

The company is committed to paying lease premiums in the next 12 months in respect of land and buildings as follows:

	Land and Buildings £'s	Other £'s	Total £'s
Leases ending in more than 5 years	126780	-	126780

NOTES TO THE ACCOUNTS (Continued)

17. PROFIT AND LOSS ACCOUNT

	£'s
Retained profit at 30 June 1999	372705
Loss in the year	(252833)
Retained profit at 30 June 2000	119872

18. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemptions conferred by Financial Reporting Standard No 8 and has not disclosed related party transactions with its ultimate parent undertaking or with wholly owned subsidiaries of its ultimate parent undertaking.

19. CONTINGENT LIABILITIES

There were no material contingent liabilities as at 30th June 2000. (30th June 1999: £Nil.)

20. ULTIMATE PARENT UNDERTAKING

The ultimate parent undertaking at 30 June 2000 was McBride plc, which is a company registered in England & Wales. Copies of the McBride PLC accounts are available from the registered office at McBride House, Penn Road, Beaconsfield, Buckinghamshire, HP9 2FY.