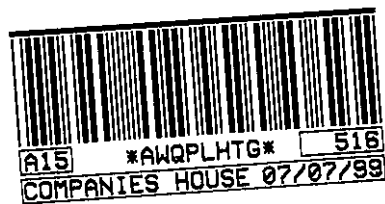


Registered number 301131

**VIC HALLAM HOLDINGS PLC**  
**FINANCIAL STATEMENTS FOR THE YEAR ENDED**  
**31 DECEMBER 1998**



# **VIC HALLAM HOLDINGS PLC**

**Financial statements for the year ended  
31 December 1998**

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## **VIC HALLAM HOLDINGS PLC**

### **Directors' report for the year ended 31 December 1998**

The directors present their report and the audited financial statements for the year ended 31 December 1998.

#### **Principal activities and business review**

The group generated a profit from the run-down of its activities.

#### **Results and dividend**

The results for the year show a retained profit for the year of £23,979 (1997 £44,445) which has been taken to reserves. The directors do not recommend the payment of a dividend of (1997 £42,708).

#### **Directors**

The present directors of the company and those who have served throughout the year are:

D E Burt - resigned 26/12/98

R J Mackie - resigned 7/5/98

K M Buchanan - appointed 7/5/98

M B Chambers - appointed 18/11/98

#### **Directors' interests**

No director has any interest, direct or indirect, in any contract entered into the group, or any beneficial interests in the share capital of the company.

Mr M B Chambers has no beneficial interest in the shares of the holding company. Mr K M Buchanan is a director of Hillsgown Holdings plc and his interests in the shares of Hillsgown Holdings plc are shown in that company's financial statements.

By order of the board



K M Buchanan  
Director

4 March 1999

## **VIC HALLAM HOLDINGS PLC**

**Financial statements for the year ended  
31 December 1998**

### **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 group and of the profit or loss 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 a going concern basis unless it is inappropriate to presume that the group 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the group and to prevent and detect fraud and other irregularities.

## **VIC HALLAM HOLDINGS PLC**

### **Auditors' report to the members of Vic Hallam Holdings PLC**

We have audited the financial statements on pages 4 to 12.

#### **Respective responsibilities of directors and auditors**

As described on page 2, the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

#### **Basic of opinion**

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. As 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 group'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 misstatements, 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 affairs of the company and the group as at 31 December 1998 and of the profit of the group for the year ended and have been properly prepared in accordance with the Companies Act 1985.



Jayson Newman  
Chartered Accountants  
Registered Auditors  
48 Portland Place  
London W1N 4AJ

4 March 1999

# **VIC HALLAM HOLDINGS PLC**

## **Consolidated profit and loss account for the year ended 31 December 1998**

	Note	1998 £'000	1997 £'000
Turnover	1	1	1
Cost of sales		1	20
Gross profit		<u>-</u>	<u>21</u>
Net operating (expenses)/income		(25)	51
(Loss)/profit on ordinary activities before interest	3	<u>(25)</u>	<u>72</u>
Interest receivable	2	60	56
Profit on ordinary activities before tax		<u>35</u>	<u>128</u>
Tax	5	(11)	(41)
Profit for the year		<u>24</u>	<u>87</u>
Dividend	6	-	(43)
Retained profit	13	<u>24</u>	<u>44</u>

There were no recognised gains or losses in either the current or preceding years other than those disclosed in the profit and loss account.


**VIC HALLAM HOLDINGS PLC**

**Consolidated balance sheet  
at 31 December 1998**

	Notes	£'000	1998 £'000	1997 £'000
<b>Fixed assets</b>				
Tangible assets	7		-	-
<b>Current assets</b>				
Debtors	9	8,782		8,822
Cash at bank and in hand		728		692
		<u>9,510</u>		<u>9,514</u>
<b>Creditors:</b> amounts falling due within one year	10	94		122
		<u>          </u>		<u>          </u>
<b>Net assets</b>			<b>9,416</b>	<b>9,392</b>
			<u>          </u>	<u>          </u>
<b>Capital and reserves</b>				
Called up share capital	12		9,087	9,087
Capital redemption reserve	13		163	163
Profit and loss account	13		166	142
			<u>          </u>	<u>          </u>
			<b>9,416</b>	<b>9,392</b>
			<u>          </u>	<u>          </u>
<b>Attributable to:</b>				
Equity shareholders			9,329	9,305
Non-equity			87	87
			<u>          </u>	<u>          </u>
			<b>9,416</b>	<b>9,392</b>
			<u>          </u>	<u>          </u>

These financial statements were approved by the board of directors on 4 March 1999  
and were signed on its behalf by:

K M Buchanan  
Director



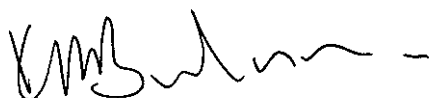
# VIC HALLAM HOLDINGS PLC

## Balance sheet at 31 December 1998

	Notes	£'000	1998 £'000	£'000	1997 £'000
<b>Fixed assets</b>					
Tangible assets	7		-		-
Investments	8		-		-
			<u>-</u>		<u>-</u>
<b>Current assets</b>					
Debtors	9	9,946		9,955	
Cash at bank and in hand		514		507	
		<u>10,460</u>		<u>10,462</u>	
<b>Creditors:</b> amounts falling due within one year	10	8		19	
		<u>10,452</u>		<u>10,443</u>	
<b>Net assets</b>			<u>10,452</u>		<u>10,443</u>
<b>Capital and reserves</b>					
Called up share capital	12		9,087		9,087
Capital redemption reserve	13		163		163
Profit and loss account	13		1,202		1,193
			<u>10,452</u>		<u>10,443</u>
<b>Attributable to:</b>					
Equity shareholders			10,365		10,356
Non-equity			87		87
			<u>10,452</u>		<u>10,443</u>

These financial statements were approved by the board of directors on 4 March 1999  
and were signed on its behalf by:

K M Buchanan  
Director





# **VIC HALLAM HOLDINGS PLC**

## **Notes to the financial statements Year ended 31 December 1998**

### **1 Principal accounting policies**

#### **Basis of accounting and consolidation**

The financial statements are prepared under the historical cost convention.

A separate profit and loss account dealing with the results of the company only has not been presented, as permitted by 230 of the Companies Act 1985.

#### **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 wholly-owned subsidiary undertaking.

#### **Turnover**

The turnover shown represents amounts receivable in respect of goods supplied to customers, excluding value added tax, within the United Kingdom, during the period.

#### **Contractual claims**

Contractual claims on behalf of the group, in respect of work done, are not taken into account until certified for payment by the Architect and accepted by the client.

#### **Operating leases**

Rentals paid for leased items are included in the amount charged against the result for the hire of plant and machinery.

#### **Pension scheme**

Pension costs are charged to the profit and loss account in accordance with the accruals concept set by the accounting standard on pensions (SSAP 24).

# **VIC HALLAM HOLDINGS PLC**

## **Notes to the financial statements** **Year ended 31 December 1998**

### **2 Other interest receivable and similar income**

	<b>1998</b>	<b>1997</b>
	<b>£'000</b>	<b>£'000</b>
Group undertakings	-	47
Bank	60	9
	<hr/>	<hr/>
	60	56
	<hr/>	<hr/>

### **3 Profit on ordinary activities** is arrived at after charging/(crediting)

Auditors remuneration	1	1
Profit on sale of fixed assets	-	(10)
	<hr/>	<hr/>

### **4 Particulars of staff**

There were no staff employed during the year, nor did the directors receive any remuneration.

### **5 Taxation**

UK corporation tax payable at 33%	11	40
Prior year adjustment	-	1
	<hr/>	<hr/>
	11	41
	<hr/>	<hr/>

### **6 Dividends**

Equity dividends - paid	-	43
	<hr/>	<hr/>

**VIC HALLAM HOLDINGS PLC**

**Notes to the financial statements**  
**Year ended 31 December 1998**

**7 Tangible fixed assets**

<b>Group:</b>	<b>Plant and equipment £'000</b>
<b>Cost or valuation:</b>	
At 1 January and 31 December 1998	6
	—
<b>Depreciation:</b>	
At 1 January and 31 December 1998	6
	—
<b>Net book value</b>	
At 31 December 1998 and 1997	-
	—
<b>Company:</b>	
<b>Cost or valuation:</b>	
At 1 January and 31 December 1998	5
	—
<b>Depreciation:</b>	
At 1 January and 31 December 1998	5
	—
<b>Net book value</b>	
At 31 December 1998 and 1997	-
	—

**8 Investments**

<b>Company:</b>	<b>£'000</b>
Shares in group undertakings	
Cost at beginning and end of the year	10
<b>Provisions:</b>	
At beginning and end of year	(10)
	—
<b>Net book value</b>	
	-
	—

The group owns 100% of the issued ordinary shares of Vic Hallam Limited, which is incorporated in England and Wales. The company does not trade.

# VIC HALLAM HOLDINGS PLC

## Notes to the financial statements Year ended 31 December 1998

### 9 Debtors

	Group		Company	
	1998	1997	1998	1997
	£'000	£'000	£'000	£'000
Trade debtors	18	22	2	-
Amounts owed by group undertakings:				
Parent undertaking	8,764	8,800	8,764	8,801
Subsidiary undertakings	-	-	1,180	1,154
	<hr/>	<hr/>	<hr/>	<hr/>
	8,782	8,822	9,946	9,955
	<hr/>	<hr/>	<hr/>	<hr/>

### 10 Creditors: amounts falling due within one year

	Group		Company	
	1998	1997	1998	1997
	£'000	£'000	£'000	£'000
Trade creditors	44	61	-	-
Other creditors	32	40	7	16
Accruals and deferred income	18	21	1	3
	<hr/>	<hr/>	<hr/>	<hr/>
	94	122	8	19
	<hr/>	<hr/>	<hr/>	<hr/>

### 11 Capital commitments

Neither the group nor the company had any capital commitments at the end of the year.

### 12 Share capital

	1998	1997
	£'000	£'000
<b>Company</b>		
Authorised, allotted, called up and fully paid:		
36,000,000 ordinary shares of 25p each	9,000	9,000
87,000 redeemable cumulative preference shares	87	87
	<hr/>	<hr/>
	9,087	9,087
	<hr/>	<hr/>

The preference shares can be redeemed by the company giving not less than three months' previous notice in writing to the registered holder of the preference shares of its intention to redeem. The redemption price shall be par together with any arrears or accruals of dividend, whether declared or undeclared or earned or not, up to the date of redemption.

The registered holder of the preference shares has waived its right to the cumulative dividend for the foreseeable future.

# VIC HALLAM HOLDINGS PLC

## Notes to the financial statements Year ended 31 December 1998

### 13 Reserves

	Capital redemption Reserve		Profit and loss account	
	1998	1997	1998	1997
	£'000	£'000	£'000	£'000
<b>Group</b>				
At 1 January 1998	163	163	142	98
Profit for year	-	-	24	44
	—	—	—	—
At 31 December 1998	163	163	166	142
	—	—	—	—
<b>Company</b>				
At 1 January 1998	163	163	1,193	1,212
Profit for the year	-	-	9	(19)
	—	—	—	—
At 31 December 1998	163	163	1,202	1,193
	—	—	—	—

### 14 Reconciliation of movement in shareholders' funds

	Group		Company	
	1998	1997	1998	1997
	£'000	£'000	£'000	£'000
Funds at start of year	9,392	9,348	10,443	10,462
Profit for the year	24	87	9	24
Dividends	-	(43)	-	(43)
	—	—	—	—
Funds at end of year	9,416	9,392	10,452	10,443
	—	—	—	—

### 15 Contingent liabilities and commitments

The group had contingent liabilities of £18,745 (1996: £18,745) in respect of performance and duty deferment bonds.

### 16 Pensions

The company is a member of a Group Scheme, the HF Pension Scheme.

The method of accounting for pension costs complies with the accounting standard on pensions (SSAP 24) and full details of the Group Scheme can be found in the financial statements of Hillsdown Ambient Food Group Limited.

The pension cost for 1998 was £nil (1997: £nil).

## **VIC HALLAM HOLDINGS PLC**

### **Notes to the financial statements Year ended 31 December 1998**

#### **17 Parent company**

The ultimate parent undertaking is Hillsgdown Holdings plc, a company incorporated in Great Britain and registered in England and Wales. Copies of the group financial statements may be obtained from Hillsgdown Holdings plc, Hillsgdown House, 32 Hampstead High Street, London NW3 1QD.

#### **18 Post balance sheet event**

The company re-registered as a private limited company on 9 February 1999.