

312958

Thistle Nominees Limited

**Directors' Report and Financial Statement
for the year ended 31 December 1998**



Thistle Nominees Limited

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Thistle Nominees Limited

Company Registration Number 318958

Report of the Directors

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

Principal activity

The principal activity of the company during the year has been to act as a nominee for Matheson Investment Limited in respect of the securities registered in its name.

Directors and their interests

The directors who held office during the year were:

R M Collins
I H A Angell
M Whitfeld

According to the register of directors' interest kept by the company under section 325 of the Companies Act 1985 none of the directors were interested in shares in, or debentures of, the company or any company in the group at the end of the financial year. None of the directors (or relevant connected persons) was granted or exercised any rights to subscribe for shares in, or debentures of, the company or another company in the same group during the financial year.

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; and
- 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 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.

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Report of the Directors (continued)

Year 2000 compliance

In 1997 a steering committee was set up to identify the risks relating to the year 2000 within the business and to establish compliance targets with priority given to key business critical systems. The company is reliant on third parties to provide compliant hardware and software in order to achieve these targets. Through its dealings with third party service suppliers the company may be exposed to the failure of such parties to remedy their own year 2000 issues. The directors believe that reasonable steps have been taken to minimise the impact of risks and uncertainties identified in respect of year 2000 but there remains some risk to the business.

The costs associated with the project are not considered material to the company.

Auditors

Following the merger of Price Waterhouse and Coopers & Lybrand on 1 July 1998, Price Waterhouse resigned as auditors and the new firm, PricewaterhouseCoopers, was appointed by the directors to fill the casual vacancy on the same terms as previously agreed with Price Waterhouse. A resolution to re-appoint PricewaterhouseCoopers as auditors will be proposed at the next general meeting at which the accounts are laid before the shareholders.

By order of the Board
Matheson & Co., Limited
Secretaries



Andrew Bartlett
Deputy Secretary

25 March 1999

PricewaterhouseCoopers
Southwark Towers
32 London Bridge Street
London SE1 9SY
Telephone +44 (0) 171 939 3000
Facsimile +44 (0) 171 378 0647

Auditors' Report to the Shareholders of Thistle Nominees Limited

We have audited the financial statement on pages 4 and 5 which has been prepared under the historical cost convention and the accounting policies set out on page 5.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the Annual Report, including as described on page 1 the financial statements. Our responsibilities, as independent auditors, are established by statute, the Auditing Practices Board and 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 is not disclosed.

We read the other information contained in the Annual Report and consider the implications for our report if we become aware of any apparent misstatement or material inconsistencies with the financial statements.

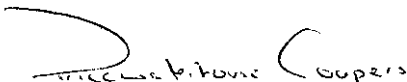
Basis of opinion

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 statement. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statement, 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 statement is 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 statement.

Opinion

In our opinion the financial statement gives a true and fair view of the state of the Company's affairs as at 31 December 1998 and has been properly prepared in accordance with the Companies Act 1985.



PRICEWATERHOUSECOOPERS
Chartered Accountants
and Registered Auditors

25 March 1999

PricewaterhouseCoopers is the successor partnership to the UK firms of Price Waterhouse and Coopers & Lybrand. The principal place of business of PricewaterhouseCoopers and its associate partnerships, and of Coopers & Lybrand, is 1 Embankment Place, London WC2N 6NN. The principal place of business of Price Waterhouse is Southwark Towers, 32 London Bridge Street, London SE1 9SY. Lists of the partners' names are available for inspection at those places.

All partners in the associate partnerships are authorised to conduct business as agents of, and all contracts for services to clients are with, PricewaterhouseCoopers. PricewaterhouseCoopers is authorised by the Institute of Chartered Accountants in England and Wales to carry on investment business.

Thistle Nominees Limited

Balance Sheet at 31 December 1998

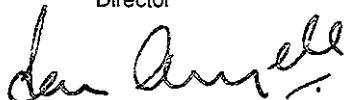
	1998	1997
	£	£
Current assets		
Amounts owed by group undertakings	11	11
Net current assets		
Share capital (equity interests)	11	11
Authorised		
100 ordinary shares of £1 each		
Allotted		
11 ordinary shares of £1 each, fully paid	11	11

Approved by the Board on 25 March 1999

RM Collins
Director



IHA Angell
Director



The notes on page 5 forms part of this financial statement.

Thistle Nominees Limited

Notes to the Financial Statement - 31 December 1998

1 Accounting policies

This financial statement has been prepared in accordance with the historical cost convention.

The company acts as a nominee in respect of all securities registered in its name. It therefore has no beneficial interest in these securities and accordingly they are not shown as assets in the balance sheet.

During the financial year and the preceding financial year the company did not trade and received no income and incurred no expenditure. Consequently, during those years the company made neither a profit or loss. The expenses of the company, including audit fees, have been borne by Matheson Investment Limited. The directors received no remuneration for their services to the company (1997: £nil).

2 Ultimate parent

The ultimate parent is Jardine Matheson Holdings Limited, incorporated in Bermuda.

The largest and smallest Groups for which group accounts are prepared, and of which the company is a member, are as follows:

	Largest	Smallest
Name	Jardine Matheson Holdings Limited	Matheson & Co., Limited
Country of incorporation	Bermuda	England and Wales
Address from where copies of the group accounts can be obtained	Matheson & Co., Limited St Helen's 1 Undershaft London EC3A 8JX	Matheson & Co., Limited St Helen's 1 Undershaft London EC3A 8JX