

**Premier Buildings Group Limited**

**Directors' report and financial  
statements**

**Registered number 571490**

**30 June 2004**



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## Directors' report

The directors present their annual report on the affairs of the company together with the accounts for the year ended 30 June 2004.

### Principal activities and business review

The company did not trade during the current year but made a provision during the previous year for a contingent liability. There are no distributable reserves and the company is no longer considered a going concern.

### Directors and their interests

The directors who held office during the year and changes up to the date of this report were as follows:

E de Sa  
R Hastie

The directors have no interests required to be disclosed under Section 234 of the companies Act 1985.

By order of the board



E de Sa  
Secretary

Catwick Lane  
Brandesburton  
Drifffield  
East Yorkshire  
YO25 8RW

12/10/2004

## **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 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. (As explained in note 1, the directors do not believe that it is appropriate to prepare these financial statements on a going concern basis).

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 LLP  
1 The Embankment  
Neville Street  
Leeds  
LS1 4DW  
United Kingdom

## Report of the independent auditors to the members of Premier Buildings Group Limited

We have audited the financial statements on pages 4 to 7 which have not been prepared on the going concern basis for the reason set out in note 1 to the financial statements.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

### 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 30 June 2004 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG LLP  
KPMG LLP  
Chartered Accountants  
Registered Auditor

12 OCTOBER 2004

**Profit and loss account**  
*For the year ended 30 June 2004*

	<i>Note</i>	<b>2004</b> <b>£</b>	<b>2003</b> <b>£</b>
Administrative expenses	2	-	(105,828)
<b>Operating loss and loss on ordinary activities before taxation</b>		-	(105,828)
<b>Taxation</b>	2	-	-
<b>Unrecovered loss for the period</b>		-	(105,828)

No statement of total recognised gains and losses has been presented as there have been no recognised gains and losses other than the loss for the year as disclosed above.

No reconciliation of movements in equity shareholders' funds has been presented as the only movement in the either the current or preceding year is the unrecovered loss for the year.

# **Balance sheet**

at 30 June 2004

	<i>Note</i>	<b>2004</b> £	<b>2003</b> £
Creditors: amounts falling due within one year	3	(273,194)	(273,194)
<b>Net liabilities</b>		<b>(273,194)</b>	<b>(273,194)</b>
<b>Capital and reserves</b>			
Called up share capital	4	17,469,580	17,469,580
Profit and loss account		(17,742,774)	(17,742,774)
<b>Shareholders' funds</b>		<b>(273,194)</b>	<b>(273,194)</b>
Equity interests		(353,194)	(353,194)
Non-equity interest		80,000	80,000
		<b>(273,194)</b>	<b>(273,194)</b>

The company did not trade throughout the financial year.

The accounts on pages 4 to 7 were approved by the board of directors on behalf by:

12/10/2004 and signed on its

  
**E de Sa**  
 Director

## Notes

(forming part of the financial statements)

### 1 Accounting policies

A summary of the principle accounting policies, all of which have been applied consistently throughout the year and the preceding year is set out below.

#### *Basis of accounting*

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

As a subsidiary undertaking of Waco International Limited incorporated in South Africa, the company has taken advantage of the exemption in FRS 8 "Related Party Disclosure" not to disclose transactions with other members of the group headed by Waco International Limited. There are no other related party transactions requiring disclosure.

The company is exempt from the requirement of FRS 1 (Revised) to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary of Waco International Limited which produces publicly available consolidated financial statements incorporating the results of the company.

#### *Basis of preparation*

The company has net liabilities of £273,194 (2003: £273,194) and because the group has not given financial support, the directors are of the opinion that it is not appropriate to prepare the financial statements on the basis of a going concern.

### 2 Profit and loss account

The company did not trade during the year. The unrecovered loss for the previous year represents provision for a claim that had previously been considered a contingent liability. This provision is not deductible for taxation.

The directors received no remuneration for their services in either the current or preceding financial period. Auditors' remuneration is borne by another group company.

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

	2004 £	2003 £
Amounts owed to group undertakings	167,366	167,366
Other creditors	105,828	105,828
	<hr/>	<hr/>
	273,194	273,194
	<hr/>	<hr/>

### 4 Called-up share capital

	2004 £	2003 £
<i>Authorised</i>		
20,000,000 ordinary shares of £1 each	20,000,000	20,000,000
80,000 3% non cumulative preference shares of £1 each	80,000	80,000
	<hr/>	<hr/>
	20,080,000	20,080,000
	<hr/>	<hr/>
<i>Allotted, called-up and fully paid</i>		
17,389,580 ordinary shares of £1 each	17,389,580	17,389,580
80,000 3% non-cumulative preference shares of £1 each	80,000	80,000
	<hr/>	<hr/>
	17,469,580	17,469,580
	<hr/>	<hr/>

The immediate parent company has waived its right to receive the non-cumulative preference dividend.



## Notes (continued)

### 5 Guarantees and other financial commitments

#### *Cross company guarantee*

The company is party to a cross guarantee arrangement in respect of a group overdraft facility of £5m (2003: £5m) of which £3,509,323 was drawn at 30 June 2004 (2003: £2,935,589). The facility is secured by a fixed and floating charge over the assets of the company.

### 6 Ultimate parent company

The immediate parent of the company is Premier Group Holdings Limited.

The smallest group in which the results of the company are consolidated is that headed by Waco UK Limited.

The consolidated accounts of this group are available to the public and may be obtained from

Waco UK Limited  
Catwick Lane  
Brandesburton  
Drifffield  
East Yorkshire  
YO25 8RW.

The ultimate parent undertaking is Waco International Limited, a company incorporated in South Africa. The consolidated accounts of this group are available to the public and may be obtained from:

WACO International Limited  
3rd Floor, Fedsure Towers  
13 Fredman Drive, cnr Bute Lane Sandown  
Sandton 2196  
South Africa