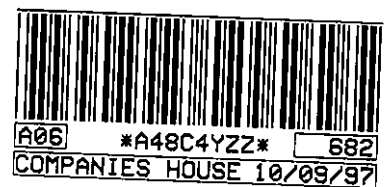


WILKINSON & SIMPSON LIMITED

29TH MARCH 1997

DIRECTORS' REPORT AND ACCOUNTS



WILKINSON & SIMPSON LIMITED

DIRECTORS' REPORT FOR THE 52 WEEKS ENDED 29TH MARCH 1997

The Directors present their annual report and audited accounts for the 52 weeks ended 29th March 1997.

ACTIVITIES

The Company did not trade during the period of 52 weeks ended 29th March 1997.

DIRECTORS

The Directors of the company during the period were:

M J Arthur (resigned 26th November 1996)
R I Howard
K J Thompson

DIRECTORS' INTERESTS

The Company is a wholly-owned subsidiary of Halma p.l.c., the ultimate parent company. In accordance with paragraph 2 of schedule 7 to the Companies Act 1985, the interests of the Directors at 29th March 1997 who were not also Directors of Halma p.l.c., in the ordinary shares of that Company were as follows:

	<u>at 30th March 1996</u>		<u>at 29th March 1997</u>		<u>during the 52 weeks</u>	
	shares	options	shares	options	options	
					exercised	granted
K J Thompson	65,213	101,475	66,866	127,375	-	25,900

The Director held the above options under the share option schemes approved by Halma p.l.c. shareholders, exercisable by 2006 at prices between 70p and 184p per share.

Apart from these interests, no such Director had during the period any other interests in the shares of that Company.

WILKINSON & SIMPSON LIMITED

DIRECTORS' REPORT FOR THE 52 WEEKS ENDED 29TH MARCH 1997 (Continued)

DIRECTORS' RESPONSIBILITIES

It is the responsibility of the Directors to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the Company as at the end of the financial period and of the profit or loss for that period.

The Directors have responsibility for ensuring that proper accounting records are maintained which disclose with reasonable accuracy the financial position of the Company and which enable them to ensure that the financial statements comply with the Companies Act 1985.

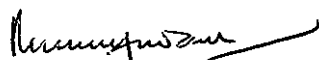
The Directors also have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

The Directors consider that, in preparing the financial statements on page 4, appropriate accounting policies have been used, which have been consistently applied and supported by reasonable and prudent judgements and estimates, that all accounting standards which they consider to be applicable have been followed, and that it is appropriate to use a going concern basis.

AUDITORS

Price Waterhouse have expressed a willingness to continue in office and a resolution will be proposed at the Annual Meeting for their re-appointment as auditors.

By Order of the Board



R I Howard
Secretary

25th July 1997

Misbourne Court
Rectory Way
Amersham
Bucks HP7 0DE

Price Waterhouse



AUDITORS' REPORT TO THE MEMBERS OF WILKINSON & SIMPSON LIMITED

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

Respective responsibilities of Directors and Auditors

As described on page 2, the Directors of the Company 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.

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 affairs of the Company as at 29 March 1997 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Price Waterhouse

Price Waterhouse
Chartered Accountants
and Registered Auditors

25 July 1997

WILKINSON & SIMPSON LIMITED

BALANCE SHEET AS AT 29TH MARCH 1997

30th March 1996

CURRENT ASSETS

£1,100

Loan Account with parent Company

£1,100

CAPITAL AND RESERVES

Author-
ised Issued
and Fully
Paid

Issued
and Fully
Paid

Author-
ised

CALLED UP SHARE CAPITAL

100

100

Equity Capital:
Ordinary Shares of £1 each

100

100

1,000

1,000

Non-equity Capital:
Deferred Shares of £1 each

1,000

1,000

1,100

£1,100

£1,100

1,100

PROFIT AND LOSS ACCOUNT

-

£1,100

£1,100

Approved by the Board of Directors
on 25th July 1997.

DIRECTOR


K J Thompson

NOTES TO THE ACCOUNTS

1. The Directors have relied on the exemptions for individual accounts on the ground that the Company is entitled to the benefit of these exemptions as a dormant company.
2. During the financial period the Company has not traded, has not incurred any liabilities and, consequently, has made neither profit nor loss. None of the Directors received any emoluments in respect of their services to the Company.
3. The accounts are prepared under the historical cost convention and in accordance with applicable UK Accounting Standards.
4. The non-equity deferred shares carry no right to receive dividends and have no voting rights. They are only entitled to any return of capital after payment of £10,000 per share to the ordinary shareholders.
5. The ultimate parent company of Wilkinson & Simpson Limited is Halma p.l.c. The accounts of Halma p.l.c. may be obtained from the Company Secretary, Misbourne Court, Rectory Way, Amersham, BUCKS, HP7 0DE.