

AVON MANVERS HOUSE OVERSEAS LIMITED

DIRECTORS' REPORT

Directors: Peter C Slabbert (Chairman)
Andrew G Lewis
Miles Ingrey-Counter

Secretary: Miles Ingrey-Counter
Registered Office: Hampton Park West
Semington Road
Melksham
Wiltshire

The directors present the annual report and audited financial statements of the company for the year ended 30 September 2008.

1. PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

Throughout the year the company has not traded and there has been no income or expenditure and therefore no change in the company's position has arisen. Any expenses have been met by Avon Rubber p.l.c..

2. DIRECTORS

Mr T K P Stead resigned from the board and Mr Lewis was appointed to the board on 8 September 2008.

None of the directors had a beneficial interest in the shares of the company.

The beneficial interests of Mr Slabbert and Mr Lewis in the shares and share options of the ultimate holding company, Avon Rubber p.l.c., are disclosed in the financial statements of that company.

None of the remaining directors had beneficial interests in the ordinary shares of the ultimate holding company, Avon Rubber p.l.c.

Under the Performance Share Plan 2002, a description of which is given in the Reports and Accounts of the ultimate controlling party Avon Rubber p.l.c., the following options were granted: -

	Granted 2006/7 (for the qualifying period ending 30 Sep 2009)	Granted 2007/8 (for the qualifying period ending 30 Sep 2010)	Lapsed in year	Total option awards outstanding at 30 Sep 2008
M Ingrey-Counter	7,792	16,939	-	24,731



By order of the board

M Ingrey-Counter, Company Secretary
Hampton Park West, Wiltshire

9 January 2009



AVON MANVERS HOUSE OVERSEAS LIMITED

BALANCE SHEET

AS AT 30 SEPTEMBER 2008

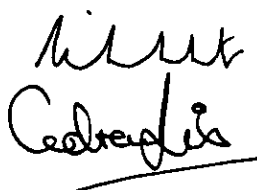
	2008 and 2007 £
CURRENT ASSETS	
Amount owed by parent company	774,266
NET ASSETS	<u>774,266</u>
CAPITAL AND RESERVES	
Share capital	772,000
Profit and loss account	<u>2,266</u>
EQUITY SHAREHOLDERS' FUNDS	<u>774,266</u>

For the year ended 30 September 2008 the company was entitled to exemption under section 249AA(1) of the companies Act 1985.

Members have not required the company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.

The directors acknowledge their responsibility for:

- i. ensuring the company keeps accounting records which comply with section 221, and
- ii. preparing accounts which give a true and fair view of the state of affairs of the company as at the end of its financial year, and of its profit or loss for the financial year in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.



}
} Directors 9.1.9.
}