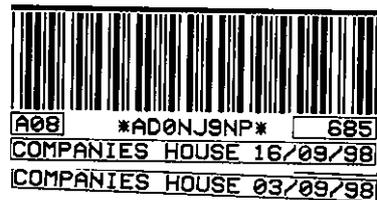


**KENWAKE PENSION TRUSTEES LIMITED**  
**(Registered Number 1249185)**

**DIRECTORS' REPORT AND ACCOUNTS**  
**YEAR ENDED 31 DECEMBER 1997**



## **KENWAKE PENSION TRUSTEES LIMITED**

### **DIRECTORS'S REPORT FOR THE YEAR ENDED 31 DECEMBER 1997**

The directors present their report together with the audited financial statements of the company for the year ended 31 December 1997.

#### **Principal activity**

During the year the company continued to act as custodian trustee for the Kenwake Pension Scheme.

#### **Results and dividends**

The company did not trade during the year and consequently incurred neither profit nor loss. The directors do not recommend the payment of a dividend.

#### **Directors**

The following persons were directors during the year ended 31 December 1997 and subsequently:

S T Brough (Chairman)  
Sir Brian P Shaw (Chairman) (resigned 21 May 1997)  
N Stringer  
A S Henry (deceased 27 February 1997)  
W S Morrison  
B A Salsbury (appointed 1 January 1997)  
C R Allan  
S Sherman (appointed 9 May 1997)  
D J Montier (appointed 21 May 1997)

#### **Directors interest**

No director of Kenwake Pension Trustees Limited had any interest in the shares of the company or the group which required disclosure in accordance with the Companies Act 1985.

#### **Directors and officers insurance**

As permitted by the Companies Act 1985 (s310(3)) the company's ultimate parent undertaking, Orient Overseas (International) Limited, maintains a policy of insurance for the benefit of directors and officers of all its subsidiary

## **KENWAKE PENSION TRUSTEES LIMITED**

### **DIRECTORS'S REPORT FOR THE YEAR ENDED 31 DECEMBER 1997 (continued)**

undertakings in respect of risks arising in the course of their duties.

#### **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 and 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;
- made judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to 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.

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 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.

#### **Auditors**

The auditors, PriceWaterhouseCoopers, have indicated their willingness to continue in office and a resolution concerning their reappointment will be proposed at the Annual General Meeting.

By order of the Board

A handwritten signature in cursive script, appearing to read "Nigel C. Banta", with the word "for" written below it.

Merchant Navy Pensions Administration Ltd  
Secretary  
19 August 1998

**KENWAKE PENSION TRUSTEES LIMITED**

**AUDITORS' REPORT TO THE MEMBERS OF KENWAKE PENSION TRUSTEES LIMITED**

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

**Respective responsibilities of directors and auditors**

As described on page 2 the company's directors are responsible for the preparation of the 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 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 mis-statement, whether caused by fraud or other irregularity or error. In forming our opinion we have 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 31 December 1997 and have been properly prepared in accordance with the Companies Act 1985.

*PriceWaterhouseCoopers*  
PriceWaterhouseCoopers  
Chartered Accountants  
and Registered Auditors  
Thames Court, Windsor

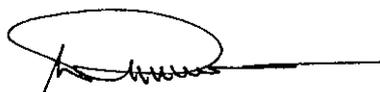
19 August 1998

**KENWAKE PENSION TRUSTEES LIMITED**

**BALANCE SHEET AS AT 31 DECEMBER 1997**

	1997 £	1996 £
<b>Current assets</b>		
Amounts owed by group undertakings	1,000	1,000
	<hr/>	<hr/>
<b>Net assets</b>	1,000	1,000
	<hr/> <hr/>	<hr/> <hr/>
<b>Capital and reserves</b>		
Share capital (Note 5)	1,000	1,000
	<hr/> <hr/>	<hr/> <hr/>

Approved by the Board on  
19 August 1998



W S Morrison  
Director

The notes on page 5 form an integral part of these accounts.

**KENWAKE PENSION TRUSTEES LIMITED**

**NOTES TO THE ACCOUNTS - 31 DECEMBER 1997**

**1 Accounting convention**

The financial statements have been prepared under the historical cost convention.

**2 Activity**

The company has not traded during the year, has incurred no liabilities and had made neither profit nor loss.

**3 Directors emoluments**

None of the directors received any remuneration as directors of the company during the year.

**4 Auditors remuneration**

Auditors remuneration is borne by the company's immediate parent undertaking, F W Terminals Limited.

**5 Share capital**

	1997	1996
	£	£
Authorised, allotted and fully paid 1,000 ordinary shares or £1 each	1,000	1,000
	<u>          </u>	<u>          </u>

**6 Ultimate parent undertaking**

The company's immediate parent undertaking is F W Terminals Limited, a company incorporated in England. F W Terminals Limited regards Orient Overseas (International) Limited, incorporated in Bermuda and registered in Hong Kong, as the ultimate parent undertaking.

Copies of the accounts of Orient Overseas (International) Limited may be obtained from the company's registered office:

OOCL House  
Levington Park  
Bridge Road  
Levington  
Suffolk IP10 ONE