

Registration Number 1249901

F.T. LIMITED
FINANCIAL STATEMENTS
31 DECEMBER 1996



F.T. LIMITED

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 1996

RESULTS

The Company has not traded during the period covered by this report.

DIRECTORS

Mr G H Tonks was appointed as a director of the Company on 1 April 1997.

The Directors of the Company who held office at 31 December 1996 served throughout the year. Their names and interests in the share and loan capital of HSBC Holdings plc, the ultimate parent undertaking, as required to be disclosed under the Companies Act 1985, are set out below:

INTERESTS IN SHARES OF HSBC HOLDINGS PLC

| | At 1 January 1996 | | At 31 December 1996 | |
|--------------|-------------------|---------|---------------------|---------|
| | Shares | Options | Shares | Options |
| D W Gilman | 10,750 | 10,535 | 7,600 | 14,535 |
| J H McKenzie | 414 | 2,315 | 424 | 1,994 |
| G E Picken | 3,521 | 21,273 | 3,521 | 29,273 |

During the year options over shares were granted/exercised as follows:

| | <u>Granted</u> | <u>Exercised</u> |
|--------------|----------------|------------------|
| D W Gilman | 4,000 | - |
| J H McKenzie | 375 | 696 |
| G E Picken | 8,000 | - |

F.T. LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RELATION TO FINANCIAL STATEMENTS

The following statement, which should be read in conjunction with the Auditors' statement of their responsibilities is made with a view to distinguishing for shareholders the respective responsibilities of the Directors and of the Auditors in relation to the financial statements.

The Directors are required by the Companies Act 1985 to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company and its subsidiary undertakings as at the end of the financial year and of the profit or loss for the financial year. The Directors are required to prepare the financial statements on the going concern basis unless it is not appropriate. Since the Directors are satisfied that the Company has resources to continue in business for the foreseeable future, the financial statements continue to be prepared on a going concern basis.

The Directors consider that in preparing the financial statements, the Company has used appropriate accounting policies, consistently applied, and supported by reasonable and prudent judgements and estimates, and that all accounting standards which they consider to be applicable have been followed.

The Directors have responsibility for ensuring that the Company keeps accounting records 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 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.

SUPPLIER PAYMENT POLICY

The Company has subscribed to the Confederation of British Industry Prompt Payers Code for all suppliers. Information about the code may be obtained from the CBI.

AUDITORS

KPMG resigned as auditors of the Company on 1 August 1996 and KPMG Audit Plc were appointed auditors of the Company in their place.

Registered Office:

12 Calthorpe Road
Edgbaston
Birmingham
B15 1QZ

By Order of the Board

Date: **23 OCT 1997**

.....
J H McKenzie
Secretary

F.T. LIMITED

REPORT OF THE AUDITORS TO THE MEMBERS OF F.T. LIMITED

We have audited the financial statements set out on pages 4 to 6.

Respective responsibilities of directors and auditors

As described on page 2, the company's directors 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 Standard 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 misstatements, 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 at 31 December 1996 and of its result for the year the ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit Plc

KPMG Audit Plc
Chartered Accountants
Registered Auditor
Birmingham

Date

24/10/97

F.T. LIMITED

BALANCE SHEET AS AT 31 DECEMBER 1996

| | Notes | 1996 £ | 1995 £ |
|------------------------------------|-------|-----------|-----------|
| CURRENT ASSETS | | | |
| Debtors | | | |
| Amounts owed by parent undertaking | | 20,000 | 20,000 |
| | | ----- | ----- |
| | | 20,000 | 20,000 |
| | | ----- | ----- |
| CAPITAL AND RESERVES | | | |
| Called up share capital | 4 | 20,000 | 20,000 |
| | | ----- | ----- |

The financial statements were approved by the board of directors on
and were signed on its behalf by:

23 OCT 1997


.....
D W Gilman
Director

F.T. LIMITED

NOTES ON THE FINANCIAL STATEMENTS

1 ACCOUNTING POLICY

The financial statements have been prepared under the historical cost convention and are in compliance with applicable accounting standards.

2 PROFIT AND LOSS ACCOUNT

Since the company has not traded, no profit and loss account has been prepared.

3 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

| | 1996 £ | 1995 £ |
|---|-----------------|-----------------|
| Opening and closing shareholders' funds | 20,000 ----- | 20,000 ----- |

4 CALLED UP SHARE CAPITAL

| | 1996 Authorised | and 1995 Allotted called up and fully paid |
|----------------------------|--------------------|---|
| Ordinary shares at £1 each | 200,000 ----- | 20,000 ----- |

F.T. LIMITED

5 PARENT UNDERTAKINGS

The ultimate parent undertaking (which is the ultimate controlling party) and the parent undertaking of the largest group of undertakings for which group financial statements are drawn up and of which the Company is a member is HSBC Holdings plc, and the parent undertaking (which is also the immediate controlling undertaking) of the smallest such group is FTG Limited (formerly Forward Trust Group Limited) both of which are registered in England and Wales. The immediate holding company is FTG Limited (formerly Forward Trust Group Limited) which is registered in England and Wales.

The result of the Company is included in the group financial statements of FTG Limited (formerly Forward Trust Group Limited) and HSBC Holdings plc. Copies of the group financial statements may be obtained from the following addresses:

FTG Limited
12 Calthorpe Road
Edgbaston
Birmingham
B15 1QZ

HSBC Holdings plc
10 Lower Thames Street
London
EC3R 6AE