

D-HOLD LIMITED

Accounts - 31 December 2005

Together with Directors' Report

The company's registered number is 2331194



Directors' Report

The directors present their annual report on the affairs of the company, together with the accounts for the year ended 31 December 2005.

Directors' responsibilities

Company law requires the directors to prepare accounts 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 of the company for that period.

In preparing those accounts, 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 accounts; and
- prepare the accounts 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 enable them to ensure that the accounts 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.

Principal activity and business review

The company is dormant.

Results and dividends

Accumulated loss at 31 December 2005 and 31 December 2004

£220,934

The directors do not propose the payment of a dividend.

Directors and their interests

The directors who served during the year are as shown below:

M J Frost
G J McCarthy

The directors who held office at 31 December 2005 had no interest in the shares of the company. Directors' interests in the shares of other group undertakings at 31 December 2005 and 31 December 2004 are shown in Note 5.

Harston Mill
Harston
Cambridge
CB2 5GG

4 January 2006

By order of the Board



M J Frost
Secretary

Balance Sheet

31 December 2005

	Notes	2005 £	2004 £
Creditors: Amounts falling due within one year			
Amounts owed to group undertakings		<u>(174,082)</u>	<u>(174,082)</u>
Net current liabilities		<u>(174,082)</u>	<u>(174,082)</u>
Net liabilities		<u><u>(174,082)</u></u>	<u><u>(174,082)</u></u>
Capital and reserves			
Called-up share capital	2	1,000	1,000
Share premium account		45,852	45,852
Profit and loss account		<u>(220,934)</u>	<u>(220,934)</u>
Shareholders' deficit – all equity		<u><u>(174,082)</u></u>	<u><u>(174,082)</u></u>

Audit exemption

- a) For the year ended 31 December 2005 the company was entitled to exemption under section 249AA (1) of the Companies Act 1985.
- b) Members have not required the company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.
- c) 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 and 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.

Signed on behalf of the Board



G J McCarthy - Director
4 January 2006

The accompanying notes are an integral part of this balance sheet.

Notes to the Accounts

31 December 2005

1. Accounting policies

The principal accounting policies, all of which have been applied consistently throughout the year and the preceding year, are:

i) Basis of accounting

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

ii) Profit and loss account

No profit and loss account has been prepared as the company did not trade during the year or preceding year.

2. Called-up share capital

	2005 £	2004 £
Authorised - 1,000 ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>
Allotted, called-up and fully paid - 1,000 ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>

3. Guarantees and other financial commitments

Capital commitments

The company had no capital commitments at 31 December 2005 (2004 - £Nil).

4. Ultimate parent company

The company is a subsidiary undertaking of The Generics Group Limited, a company registered in England and Wales, which is the smallest company into which the results of the company are consolidated. The consolidated results of The Generics Group Limited are available to the public and may be obtained from Harston Mill, Harston, Cambridge, CB2 5GG.

The Generics Group Limited is a subsidiary undertaking of The Generics Group AG, a company registered in Switzerland, which is the ultimate parent company in which these results are consolidated. The results of The Generics Group AG are available to the public and may be obtained from Harston Mill, Harston, Cambridge, CB2 5GG.

5. Directors' interests

Directors' interests in the shares of the company, and of other group undertakings where they are not also a director, at 31 December 2005 and 31 December 2004, were as follows:

	Par value	2005		2004	
		Shares No.	Warrants No.	Shares No.	Warrants No.
Flying Null Limited	10p				
G J McCarthy		24	8	24	8

Warrants in Flying Null Limited were granted at £45 per share over shares held by The Generics Group Limited. Warrants may be exercised before 31 October 2006 at a price of £135 per share.