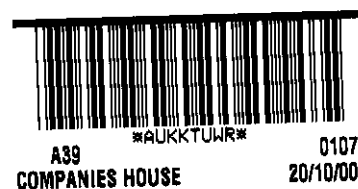


Barclay Mowlem (Thailand) Limited
(Formerly Aquamen International Procurement Limited)

Directors' report and financial statements

31 December 1999
Registered number 2354496



Directors' report and financial statements

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Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 December 1999.

Principal activities

The company is now dormant.

Results and dividends

The company did not trade in the year. The directors do not recommend the payment of a dividend (1998:£nil).

Directors and directors' interests

The directors who held office during the year were as follows:

DJ Ridley
GT Brown
J C Gains (Appointed 19 July 1999)
Mowlem Management Limited (Appointed 19 July 1999)

Directors' interests in the ordinary share capital of John Mowlem & Company PLC, the ultimate holding company were as follows:

	<i>Ordinary shares of 25p each</i>			
	31 December 1999		1 January 1999	
	Beneficially held	Options	Beneficially held	Options
DJ Ridley	-	233,491	10,346	232,329
GT Brown	17,283	301,613	16,567	306,855
J C Gains	54,567	552,711	53,785*	552,711*

Held at date of appointment.

Mr D H Goodman and Mr D C Hudson were appointed directors after the closing balance sheet date.

Except as noted above, none of the directors had an interest in the share capital of the Company or any other group company.

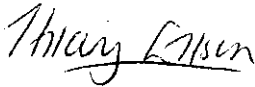
There were no contracts or arrangements in which the directors of the Company had interests which are required to be disclosed under the Companies Act 1985.

Directors' report

Auditors

In accordance with Section 385 of the Companies Act 1985, a resolution concerning the reappointment of KPMG Audit Plc as auditors of the Company is to be proposed at the forthcoming Annual General Meeting.

By order of the board



Mowlem Secretariat Ltd.

4/10/ 2000

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 as at the end of the financial year and of the profit or 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;
- 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 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.

Report of the auditors to the members of Barclay Mowlem (Thailand) Limited

We have audited the financial statements on pages 5 to 7.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the director's report and, as described on page 3 the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act. We also report to you if, in our opinion, the director's report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding director's remuneration and transactions with the company is not disclosed.

Basis of audit 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 the company's affairs as at 31 December 1999 and have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit Plc

KPMG Audit Plc
Chartered Accountants
Registered Auditor

11 October 2000

Balance sheet

at 31 December 1999

	<i>Note</i>	1998	1997
		£	£
Current assets			
Debtors	3	482,306	482,306
		<hr/>	<hr/>
Net assets		482,306	482,306
		<hr/>	<hr/>
Capital and reserves			
Called up share capital	4	4	4
Profit and loss account		482,302	482,302
		<hr/>	<hr/>
		482,306	482,306
		<hr/>	<hr/>

These financial statements were approved by the board of directors on 4th October
signed on its behalf by:

2000 and were



GT Brown
Director

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements.

Basis of preparation

The Company's financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards.

2 Profit and loss account

The Company did not trade during the year and incurred neither profit nor loss. The company had no employees and its directors received no remuneration from the company.

3 Debtors: amounts falling due within one year

	1999 £	1998 £
Amounts owed by group undertakings	482,306	482,306
	<u> </u>	<u> </u>

4 Called up share capital

	1999 £	1998 £
<i>Authorised</i>		
Ordinary shares of £1 each	100	100
	<u> </u>	<u> </u>
<i>Allotted, called up and fully paid</i>		
Ordinary shares of £1 each	4	4
	<u> </u>	<u> </u>

5 Ultimate holding company

The ultimate holding company is John Mowlem & Company PLC, which is registered in England and Wales. Copies of the accounts of the above company may be obtained from White Lion Court, Swan Street, Isleworth, Middlesex, TW7 6RN.