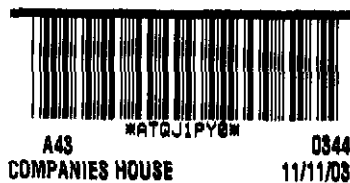


**Premier Investment Corporation Limited**

**Directors' report and financial  
statements**

**Registered number 2392728**

**30 June 2003**



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## **Directors' report**

The directors present their annual report on the affairs of the company together with the accounts for the year ended 30 June 2003.

### **Principal activities and business review**

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

### **Directors and their interests**

The directors who held office during the year and changes up to the date of this report were as follows:

E de Sa  
R Hastie

There are no interests required to be disclosed under Section 234 of the companies Act 1985.

By order of the board



E de Sa  
Secretary

Catwick Lane  
Brandesburton  
Driffield  
East Yorkshire  
YO25 8RW

7 November 2003

## **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 or loss 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 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.

## Balance sheet

at 30 June 2003

	Note	2003 £	2002 £
<b>Current assets</b>			
Debtors – amounts owed by group undertakings		339,362	339,362
<b>Net assets</b>		339,362	339,362
<b>Capital and reserves</b>			
Called up share capital	3	2	2
Profit and loss account		339,360	339,360
<b>Equity shareholders' funds</b>		339,362	339,362

The company did not trade throughout the financial year.

### Directors statement

For the year ended 30 June 2003 the company was entitled to exemption under section 249AA(i) 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 the financial period, and of its profit or loss for the financial period, in accordance with the requirements of section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

The accounts on page 3 to 4 were approved by the board of directors on 7 November 2003 and signed on its behalf by:

  
 E de Sa  
 Director

## Notes

*(forming part of the financial statements)*

### 1 Accounting policies

A summary of the principle accounting policies, all of which have been applied consistently throughout the year and the preceding year is set out below.

#### *Basis of accounting*

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

As a subsidiary undertaking of Waco International Limited, incorporated in South Africa, the company has taken advantage of the exemption in FRS 8 "Related Party Disclosure" not to disclose transactions with other members of the group headed by Waco International Limited. There are no other related party transactions requiring disclosure.

#### *Basis of preparation*

Notwithstanding that the AAF Industries Limited group financial statements show a net liability position these financial statements have been prepared on a going concern basis, which assumes that the company will continue in existence for the foreseeable future. The ultimate parent company, Waco International Limited, has indicated its continuing support for the UK group (excluding Premier Buildings Group Limited) and so the directors feel that it is appropriate for the company financial statements to be prepared on a going concern basis.

### 2 Profit and loss account

The company did not trade during the year. Consequently no profit and loss account is presented.

The directors received no emoluments in respect of their services to the company and no other persons were employed by the company during this or the previous year.

### 3 Called-up share capital

	2003 £	2002 £
<i>Authorised</i>		
100 ordinary shares of £1 each	100	100
	<hr/>	<hr/>
<i>Allotted, called-up and fully paid</i>		
2 ordinary shares of £1 each	2	2
	<hr/>	<hr/>

### 4 Guarantees and other financial commitments

#### *(a) Cross company guarantee*

The company is party to a cross guarantee arrangement in respect of a group overdraft facility of £5m (2002: £5m) of which £2,935,589 was drawn at 30 June 2003 (2002: £1,468,241). The facility is secured by a fixed and floating charge over the assets of the company.

### 5 Ultimate parent company

The immediate parent of the company is Premier Transline Holdings Limited.

The smallest group in which the results of the Company are consolidated is that headed by AAF Industries Limited. The consolidated accounts of this group are available to the public and may be obtained from AAF Industries Limited, Catwick Lane, Brandesburton, Drifffield, East Yorkshire YO25 8RW. The ultimate parent undertaking is Waco International Limited, a company incorporated in South Africa. The consolidated accounts of this group are available to the public and may be obtained from WACO International Limited, 3rd Floor, Fedsure Towers, 13 Fredman Drive, cnr Bute Lane Sandown, Sandton 2196, South Africa.