

NO: 2552021

VISIONFOCUS LIMITED

DIRECTORS' REPORT AND ACCOUNTS

IN RESPECT OF THE 18 MONTHS ENDED

31 DECEMBER 1998



DIRECTORS' REPORT

Secretary: P D Tunncliffe

Registered Office: 1 Grosvenor Place, London SW1X 7JH

The directors present their report and the audited accounts of the company for the 18 months ended 31 December 1998.

The principal activity of the company is that of a group investment holding company.

The company did not trade in this period. The directors do not recommend the payment of a dividend.

An internal review has been carried out of the potential impact on management information and operating systems both in administrative and production environments which indicates that the change over to the new millennium will not cause any major disruption or involve significant cost to the company. Full details are disclosed in Hanson plc group accounts for the year.

The directors shown at the head of this report are currently in office and served throughout the period under review.

There were no other directors during the period.

Pursuant to the Elective Resolution of the company passed on 13 September 1991 the company has dispensed with the need to hold Annual General Meetings. Any member of the company is entitled to require the laying of the accounts before a general meeting on giving due notice to that effect in accordance with Section 253 of the Companies Act 1985.

None of the directors had any declarable interests in the share or loan capital of the company or any associated undertaking during the period under review.

Ernst & Young, having consented to act, will continue in office as auditors.

VISIONFOCUS LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

Company law requires the directors to prepare accounts for each financial period 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 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;
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors confirm that the accounts comply with the above requirements.

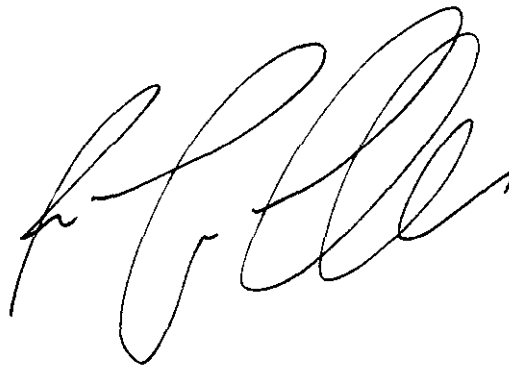
The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the accounts comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

By order of the Board

P D Tunnacliffe

Secretary

21 October 1999



REPORT OF THE AUDITORS TO THE MEMBERS OF VISIONFOCUS LIMITED

We have audited the accounts on pages 5 to 7 which have been prepared under the historical cost convention and on the basis of the accounting policies set out on page 6.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As described on page 3, the company's directors are responsible for the preparation of the accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you.

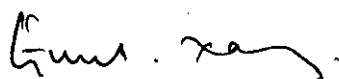
BASIS OF OPINION

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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts 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 accounts.

OPINION

In our opinion the accounts give a true and fair view of the state of affairs of the company as at 31 December 1998 and have been properly prepared in accordance with the Companies Act 1985.



Ernst & Young
Registered Auditor

Hull

21 October 1999

VISIONFOCUS LIMITED

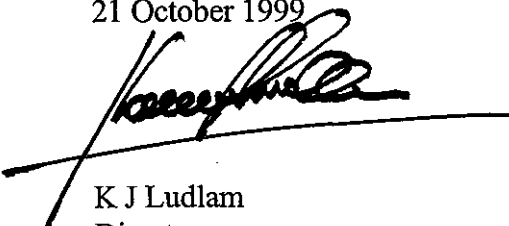
BALANCE SHEET – 31 DECEMBER 1998

	Note	31 December 1998 £	30 June 1997 £
FIXED ASSETS			
Investments	2	691,244,764	691,244,764
CURRENT ASSETS			
Amount due from fellow subsidiary undertaking		-	11,808,806
CURRENT LIABILITIES			
Amount due to parent undertaking		-	1,867,848
Amount due to group undertaking		1,867,848	-
NET CURRENT (LIABILITIES)/ASSETS		<u>(1,867,848)</u>	<u>9,940,958</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>£689,376,916</u>	<u>£701,185,722</u>
CAPITAL AND RESERVES			
Called up share capital	3	236	236
Share premium account		689,376,680	689,376,680
Profit and loss account	4	-	11,808,806
Equity shareholders' funds	5	<u>£689,376,916</u>	<u>£701,185,722</u>

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

Restatement of investment at historic cost	-	(149,383,626)
Exchange adjustment	(11,808,806)	(59,043)
Total recognised (losses)/gains	<u>(11,808,806)</u>	<u>(149,442,669)</u>

Approved by the Board of Directors
21 October 1999


K J Ludlam
Director

VISIONFOCUS LIMITED

NOTES TO THE ACCOUNTS – 31 DECEMBER 1998

1 ACCOUNTING POLICIES

a) Accounting convention

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

b) Foreign currencies

Transactions in foreign currencies are recorded at the rates of exchange ruling at the dates of the transactions; assets and liabilities at the balance sheet date are translated at period end rates of exchange.

Exchange differences arising on long term foreign currency borrowings and foreign currency denominated equity investments are taken to reserves, where the criteria set out in SSAP 20 are satisfied.

c) Fixed asset investments

Fixed asset investments are stated at cost except where it is required to make provisions for diminution in value.

2 FIXED ASSET INVESTMENTS

Investment stated at cost

At 30 June 1997 and 31 December 1998

£
691,244,764

The company's investment is in Hanson FP Holdings BV, a direct wholly owned subsidiary undertaking registered in Holland.

The company is a wholly owned subsidiary undertaking of a body incorporated in the European Union and advantage has been taken of Section 228 of the Companies Act 1985 in that consolidated accounts have not been prepared. In the opinion of the directors, the value of the company's investments in its subsidiary undertakings is not less than the amount at which they are stated in the balance sheet.

VISIONFOCUS LIMITED

NOTES TO THE ACCOUNTS – 31 December 1998 - continued

3 SHARE CAPITAL

	<u>Authorised</u>	<u>Allotted, called-up and fully paid</u>
At 31 December 1998 and 30 June 1997:		
Ordinary shares of 1p each	<u>£1,000</u>	<u>£236</u>

4 MOVEMENT IN RESERVES

	<u>Profit & Loss Account</u>	<u>Share Premium Account</u>
	<u>£</u>	<u>£</u>
At 1 July 1997	11,808,806	689,376,680
Exchange difference arising during the period on loan	(11,808,806)	-
At 31 December 1998	<u>-</u>	<u>689,376,680</u>

5 RECONCILIATION OF MOVEMENTS IN EQUITY SHAREHOLDERS FUNDS

	<u>1998</u>	<u>1997</u>
	<u>£</u>	<u>£</u>
Restatement of investment to historical cost	-	(149,383,626)
Exchange adjustments – prior year	(11,808,806)	(59,043)
	<u>(11,808,806)</u>	<u>(149,442,669)</u>
Opening shareholder's funds	701,185,722	850,628,391
Closing shareholders' funds	<u>£689,376,916</u>	<u>£701,185,722</u>

6 GROUP ACCOUNTS

The parent undertaking of the group of undertakings for which group accounts are drawn up and of which the company is a member is Hanson PLC, registered in England and Wales. Hanson PLC is also the ultimate parent undertaking. Copies of Hanson PLC's accounts can be obtained from 1 Grosvenor Place, London, SW1X 7JH.

The company has taken advantage of the exemption in FRS8 from disclosing transactions with related parties that are part of the Hanson PLC group.