

Daejan (Kingston) Limited

**Directors' report and financial
statements**

Registered number 2622396

31 March 2003



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 March 2003.

Business review

The principal activity of the company is property investment. There has been no significant change in the nature of the company's business during the year under review nor is any envisaged in the immediate future.

Results and dividends

The results for the year are set out in the attached profit and loss account and explanatory notes.

The directors recommend payment of a dividend of £30,000 (2002: *£nil*).

Properties

A professional valuation of the company's investment portfolio was carried out at 31 March 2003 by Cardales, Chartered Surveyors and the values have been incorporated in the financial statements.

The revaluation produced a deficit of £180,000 (2002: *surplus £330,000*) which has been transferred to the revaluation reserve.

Directors and directors' interests

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

BSE Freshwater (Chairman)
D Davis

The Articles of Association of the company do not require the directors to retire by rotation.

The directors do not have service contracts nor do they receive any emoluments from the company.

Part of the day to day management of the company's properties is carried out by Highdorn Co Limited and by Freshwater Property Management Limited. Mr BSE Freshwater is a director of both companies and is also interested in the share capital of Highdorn Co Limited. Mr BSE Freshwater and Mr D Davis are directors of the parent company of Freshwater Property Management Limited.

None of the directors who held office at the end of the financial year had any disclosable interest in the shares of the company. Their interests, and those of their families and family trusts, in the share capital of the ultimate holding company, Daejan Holdings PLC, are set out in the directors' report of that company.

Auditors

In accordance with Section 385 of the Companies Act 1985, a resolution for the re-appointment of KPMG Audit Plc as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

By order of the board



MRM Jenner
Secretary

Registered Office
Freshwater House
158-162 Shaftesbury Avenue
London WC2H 8HR

9 October 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 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 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.



KPMG Audit Plc

PO Box 695
8 Salisbury Square
London
EC4Y 8BB

Independent auditors' report to the members of Daejan (Kingston) Limited

We have audited the financial statements on pages 4 to 12.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the directors' report and, as described on page 2, 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 1985. We also report to you if, in our opinion, the directors' 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 directors' 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 March 2003 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit Plc

KPMG Audit Plc
Chartered Accountants
Registered Auditor

9 October

2003

Profit and loss account
for the year ended 31 March 2003

	<i>Note</i>	2003 £	2002 £
Turnover	3	337,500	337,500
Rents receivable less property outgoings	3	329,403	329,409
Administrative expenses		(1,000)	(1,000)
Operating profit from continuing activities		328,403	328,409
Net interest payable	4	(203,175)	(224,778)
Profit on ordinary activities before taxation	5	125,228	103,631
Tax on profit on ordinary activities	6	(37,568)	(31,089)
Profit on ordinary activities after taxation		87,660	72,542
Dividends proposed		(30,000)	-
Retained profit for the financial year		57,660	72,542
Retained loss brought forward		(29,577)	(102,119)
Retained profit/(loss) carried forward		28,083	(29,577)

All activities are continuing.

There is no material difference between the profit for the year as disclosed and that calculated on an historical cost basis.

Statement of total recognised gains and losses
for the year ended 31 March 2003

	2003 £	2002 £
Profit for the year after taxation	87,660	72,542
Unrealised (deficit)/surplus on revaluation of properties	(180,000)	330,000
	<hr/>	<hr/>
Total losses and gains recognised in the year	(92,340)	402,542
	<hr/>	<hr/>

Reconciliation of movements in equity shareholders' funds
for the year ended 31 March 2003

	2003 £	2002 £
Profit for the year after taxation	87,660	72,542
Dividends proposed	(30,000)	-
	<hr/>	<hr/>
	57,660	72,542
Other recognised losses and gains relating to the year (net)	(180,000)	330,000
	<hr/>	<hr/>
Net (reduction)/increase in equity shareholders' funds	(122,340)	402,542
Equity shareholders' funds brought forward as previously reported	570,313	276,483
Restatement following adoption of FRS 19	-	(108,712)
	<hr/>	<hr/>
Equity shareholders' funds brought forward as restated	570,313	167,771
	<hr/>	<hr/>
Equity shareholders' funds carried forward	447,973	570,313
	<hr/>	<hr/>

Balance sheet
at 31 March 2003

	<i>Note</i>	2003	2002
		£	£
Fixed assets			
Tangible assets	7	3,700,000	3,880,000
Current assets			
Debtors	8	1,364	1,218
Creditors: amounts falling due within one year	9	(3,141,618)	(3,200,444)
Net current liabilities		(3,140,254)	(3,199,226)
Total assets less current liabilities		559,746	680,774
Provisions for liabilities and charges	10	(111,773)	(110,461)
Net assets		447,973	570,313
Capital and reserves			
Called up share capital	11	1,000	1,000
Revaluation reserve	12	418,890	598,890
Profit and loss account	13	28,083	(29,577)
Equity shareholders' funds		447,973	570,313

These financial statements were approved by the board of directors on
on its behalf by:

9 October 2003 and were signed


BSE Freshwater
Director

Notes

(forming part of the financial statements)

1 Basis of preparation

The financial statements have been prepared on the going concern basis, notwithstanding the company's net current liabilities, which the directors believe to be appropriate for the following reasons. The company is dependent for its working capital on funds provided to it by Daejan Holdings PLC, the company's ultimate parent undertaking. Daejan Holdings PLC has provided the company with an undertaking that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the company and in particular will not seek repayment of the amounts currently made available.

This should enable the company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Based on this undertaking the directors believe that it remains appropriate to prepare the financial statements on a going concern basis. The financial statements do not include any adjustments that would result from the basis of preparation being inappropriate.

2 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 accounting

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost convention modified by the revaluation of investment properties as noted below.

Sales of investment properties

It is the company's policy to sell, as individual units, flats in residential blocks which have been held as investments but which are now considered uneconomic to retain. Occasionally there are sales of residential and commercial investment blocks. Since such sales of all types of investment property are expected to continue, the resulting surplus based on the excess of sales proceeds over valuation is included within the company profit on ordinary activities, and taxation applicable thereto is shown as part of the taxation charge.

Acquisitions and disposals of properties

Acquisitions and disposals are accounted for at the date of completion.

Investment properties

In accordance with Statement of Standard Accounting Practice No 19 investment properties are revalued annually. Surpluses or deficits arising are taken to the revaluation reserve. Any permanent diminution is taken to the profit and loss account for the year. No depreciation or amortisation is provided in respect of freehold investment properties and leasehold investment properties with over 20 years to run.

This treatment, as regards certain of the company's investment properties, may be a departure from the requirements of the Companies Act concerning depreciation of fixed assets. However, these properties are not held for consumption but for investment and the directors consider that systematic annual depreciation would be inappropriate. The accounting policy adopted is therefore necessary for the financial statements to give a true and fair view. Depreciation or amortisation is only one of the many factors reflected in the annual valuation and the amount which might otherwise have been shown cannot be separately identified or quantified.

Leases having an unexpired term of less than 20 years are amortised evenly over the remaining period of the lease.

Notes (continued)

2 Accounting policies (continued)

Taxation

Current:

Provision is made for consideration payable to or receivable from other group undertakings for the surrender of losses under group relief provisions.

Deferred:

Deferred tax is provided in respect of all timing differences that have originated but not reversed at the balance sheet date where an event has occurred that results in an obligation to pay more or less tax in the future, except that:

- (i) provision is not made in respect of property revaluation surpluses unless the sale has been completed and rollover relief is not available to cover any gain arising; and
- (ii) deferred tax assets are recognised only to the extent that it is more likely than not that there will be suitable taxable profits from which the future reversal of the relevant timing differences can be deducted.

Deferred tax is measured on a non discounted basis at the tax rates which apply at the balance sheet date.

Turnover

Turnover comprises rents and service charges receivable less applicable provisions.

Repairs

The cost of repairs is written off to the profit and loss account in the year in which the expenditure is incurred.

Related party transactions

The company has taken advantage of the exemption in FRS 8 Related Party Disclosures in order to dispense with the requirement to disclose transactions with other Daejan Holdings PLC group companies.

3 Rents receivable less property outgoings

	2003 £	2002 £
Rents receivable	337,500	337,500
Property outgoings	(8,097)	(8,091)
	<u>329,403</u>	<u>329,409</u>

4 Net interest payable

	2003 £	2002 £
Group interest payable	204,000	226,000
Less: interest receivable	(825)	(1,222)
	<u>203,175</u>	<u>224,778</u>

Notes (continued)

5 Profit on ordinary activities before taxation

	2003 £	2002 £
<i>Profit on ordinary activities before taxation is stated after charging</i>		
Auditors' remuneration	1,000	1,000

6 Taxation

a) Analysis of charge for the year

	2003 £	2002 £
Current tax		
UK corporation tax charge at 30% (2002: 30%)	36,256	29,340
Deferred tax (note 10)		
Origination and reversal of timing differences:		
Accelerated capital allowances	1,312	1,749
Tax charge on profit on ordinary activities	37,568	31,089

b) Factors affecting tax charge for the year

	2003 £	2002 £
Profit on ordinary activities before tax	125,228	103,631
Profit on ordinary activities multiplied by standard rate of corporation tax in UK of 30% (2002: 30%)	37,568	31,089
Effects of:		
Accelerated capital allowances	(1,312)	(1,749)
Current tax charge	36,256	29,340

Notes (continued)

7 Tangible fixed assets

	Freehold land and buildings £
<i>At valuation</i>	
At 1 April 2002	3,880,000
Revaluation	(180,000)
	<hr/>
At 31 March 2003	3,700,000
	<hr/>

The historical cost of investment properties at 31 March 2003 (included above at valuation) is £3,281,110 (2002: £3,281,110).

An independent professional revaluation of all of the company's freehold property was carried out at 31 March 2003 by Cardales, Chartered Surveyors. The revaluation figures are based on open market value in accordance with the Practice Statements in the RICS Appraisal and Valuation Manual.

8 Debtors

	2003 £	2002 £
Prepayments and accrued income	1,364	1,218
	<hr/>	<hr/>

9 Creditors: amounts falling due within one year

	2003 £	2002 £
Rents and service charges charged and paid in advance	77,671	77,671
Amounts owed to parent undertakings	263,340	253,978
Amounts owed to fellow subsidiary undertakings	2,762,987	2,838,215
Corporation tax	36,256	29,340
Other creditors and accruals	1,364	1,240
	<hr/>	<hr/>
	3,141,618	3,200,444
	<hr/>	<hr/>

Notes (continued)

10 Provisions for liabilities and charges

	£
At 1 April 2002	110,461
Charge for the year	1,312
	<hr/>
At 31 March 2003	111,773
	<hr/>

The provision represents deferred tax on timing differences resulting from capital allowances.

No provision has been made for the potential liability to corporation tax on chargeable gains which would arise upon the disposal of properties at the amount at which they are included in the financial statements as no such liability is estimated to arise (2002: £nil). There is no other unprovided deferred tax.

11 Called up share capital

	2003 £	2002 £
<i>Authorised, allotted, called up and fully paid</i>		
Ordinary shares of £1 each	1,000	1,000
	<hr/>	<hr/>

12 Revaluation reserve

	£
At 1 April 2002	598,890
Net deficit on revaluation	(180,000)
	<hr/>
At 31 March 2003	418,890
	<hr/>

Notes (continued)

13 Profit and loss account

	£
At 1 April 2002	(29,577)
Profit for the year	57,660
	<hr/>
At 31 March 2003	28,083
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14 Contingent liabilities

Certain of the company's properties have been charged as part security for loans to group undertakings amounting to £40,750,000 at 31 March 2003 (2002: £41,750,000).

15 Directors' interests in contracts

Part of the day to day management of the company's properties is carried out by Highdorn Co Limited and by Freshwater Property Management Limited. Mr BSE Freshwater is a director of both companies and is also interested in the share capital of Highdorn Co Limited. Mr BSE Freshwater and Mr D Davis are directors of the parent company of Freshwater Property Management Limited. During the year £8,097 (2002: £8,069) was paid to Highdorn Co Limited for the provision of a full range of management services, which were charged at normal commercial rates. There were no balances outstanding at 31 March 2003 (2002: £nil).

16 Ultimate holding company and parent undertaking of larger group of which the company is a member

The company's ultimate holding company is Daejan Holdings PLC, which is incorporated in Great Britain and registered in England and Wales.

The largest group in which the results of the company are consolidated is that headed by Daejan Holdings PLC. The consolidated financial statements of Daejan Holdings PLC are available to the public and may be obtained from: Freshwater House, 158-162 Shaftesbury Avenue, London WC2H 8HR.

No other group financial statements include the results of the company.

17 Cash flow statement

Under Financial Reporting Standard 1, the company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary undertaking of a UK company.

Property revenue account
for the year ended 31 March 2003

	2003 £	2002 £
Rents receivable	337,500	337,500
Management commission	(8,097)	(8,091)
	<hr/>	<hr/>
Surplus carried to profit and loss account	329,403	329,409
	<hr/>	<hr/>

This page does not form part of the financial statements.