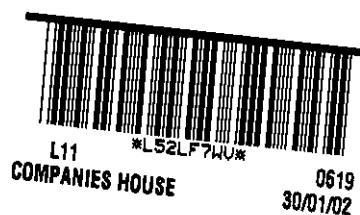


Registration Number 2685988

Guinness Mahon Holdings Limited

Report and Financial Statements

31 March 2001



INDEX

	Page
Directorate and Corporate Information	1
Directors' Report	2
Statement of Directors' Responsibilities	3
Report of the Auditors	4
Profit and Loss Account	5
Balance Sheet	6
Notes to the Financial Statements	7

Guinness Mahon Holdings Limited

DIRECTORATE AND CORPORATE INFORMATION

BOARD OF DIRECTORS

S M Burgess

A Tapnack

SECRETARY

R J Vardy

AUDITORS

Ernst & Young LLP

Rolls House

7 Rolls Buildings

Fetter Lane

London EC4A 1NH

COMPANY REGISTRATION

Registration Number 2685988

Registered Office: 2 Gresham Street

London, EC2V 7QP

DIRECTORS' REPORT

The directors present their report and financial statements for the year ended 31 March 2001.

PRINCIPAL ACTIVITY

The company's principal activity remains that of a holding company and it will continue to operate in this capacity for the foreseeable future.

RESULTS AND DIVIDENDS

The results for the year are shown on page 5. The directors do not recommend the payment of a dividend for the year ended 31 March 2001 (2000 - nil).

DIRECTORS

The directors who served during the year are listed on page 1.

No director had any beneficial interests in the shares of the Company or in any group companies requiring disclosure under Schedule 7 of the Companies Act 1985.

No other person was a director at any time during the year under review.

SUPPLIERS

The Group's standard practice is to agree the terms of payment with suppliers at the time of contract and to make payments within the agreed credit term subject to satisfactory performance.

POST BALANCE SHEET EVENTS

On 18 January 2002 Clive Securities Group Limited went into Members voluntary liquidation. The directors estimate that full recovery of the company's investment, £42,574,117 will be made from the liquidation.

AUDITORS

On 28 June 2001, Ernst & Young, the Company's auditor, transferred its entire business to Ernst & Young LLP, a limited liability partnership incorporated under the Limited Liability Partnerships Act 2000. The Directors consented to treating the appointment of Ernst & Young as extending to Ernst & Young LLP with effect from 28 June 2001. In accordance with Section 385 of the Companies Act 1985, a resolution for the re-appointment of Ernst & Young LLP as auditors of the Company is to be proposed at the forthcoming Annual General Meeting.

By order of the Board of Directors



R J Vardy
Secretary

24th January 2002

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 year.

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 maintaining proper accounting records which disclose with reasonable accuracy at any time the financial position of the company 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

Independent auditors' report to the members of Guinness Mahon Holdings Limited

We have audited the company's financial statements for the year ended 31 March 2001 which comprise the Profit and Loss Account, Balance Sheet, and the related notes 1 to 12. These financial statements have been prepared on the basis of the accounting policies set out therein.

Respective responsibilities of directors and auditors

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

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.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with United Kingdom 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 gives a true and fair view of the state of affairs of the company as at 31 March 2001 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Ernst & Young LLP
Registered Auditor
London

30 January 2002

Guinness Mahon Holdings Limited

PROFIT AND LOSS ACCOUNT

for the year ended 31 March 2001

	Notes	31/3/01 £	31/3/00 £
Interest receivable and similar income		886,047	2,257,275
Interest payable and similar charges		-	(6,490,386)
Administrative expenses	2	-	(14,239)
		<hr/>	<hr/>
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		886,047	(4,247,350)
Taxation		-	-
		<hr/>	<hr/>
PROFIT/(LOSS) FOR THE FINANCIAL YEAR		<hr/> 886,047 <hr/>	<hr/> (4,247,350) <hr/>

There are no recognised gains or losses in the year other than those passed through the profit and loss account.

There is no material difference between the results disclosed in the profit and loss account and the results on an unmodified historical cost basis.

The notes on pages 7 to 9 form part of these financial statements.

Guinness Mahon Holdings Limited

BALANCE SHEET

at 31 March 2001

	Notes	31/3/01 £	31/3/00 £
ASSETS			
Loans and advances to customers		-	550,000
Shares in Group undertakings	4	42,574,117	42,574,117
Other assets	5	81,694,803	94,278,756
Total assets		<u>124,268,920</u>	<u>137,402,873</u>
CURRENT LIABILITIES			
Other liabilities	6	-	(14,020,000)
Total current liabilities		<u>-</u>	<u>(14,020,000)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>124,268,920</u>	<u>123,382,873</u>
CAPITAL RESOURCES			
Called up share capital	8	22,120,090	22,120,090
Share premium account		53,212,910	53,212,910
Profit and loss account	10	48,935,920	48,049,873
EQUITY SHAREHOLDERS' FUNDS		<u>124,268,920</u>	<u>123,382,873</u>

The financial statements on pages 5 to 9 were approved by the Board of Directors on 24 January 2002 and signed on its behalf by:



S M Burgess
Director

Guinness Mahon Holdings Limited

NOTES TO THE FINANCIAL STATEMENTS

at 31 March 2001

1. ACCOUNTING POLICIES

Basis of presentation

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

Cash flow statement

The company is exempt from the requirements to prepare a cash flow statement under Financial Reporting Standard 1, because a consolidated cash flow statement is included in the publicly available consolidated financial statement of its ultimate holding company, Investec Holdings Limited.

Taxation

Corporation tax payable is provided on taxable profits at the current rate. The company has adopted the provisions of Financial Reporting Standard 19 "Deferred Taxation". FRS 19 requires full provision to be made for deferred tax assets and liabilities arising from timing differences between the recognition of gains and losses in the financial statements and their recognition in the tax computations. Under FRS 19 deferred tax assets are recognised to the extent that they are regarded as recoverable.

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at market rates of exchange ruling at the balance sheet date. All foreign currency transactions are translated into sterling at the exchange rates ruling at the time of the transaction. Any gain or loss arising from a change in exchange rates subsequent to the date of the transaction is included as an exchange gain or loss in the profit and loss account.

Related party transactions

The directors have taken advantage of the exemptions available in Financial Reporting Standard 8 from disclosing transactions with related parties which are members of the Investec Holdings Limited Group.

Group accounts

The company is exempt by virtue of Section 228 of the Companies Act 1985 from the requirement to prepare Group accounts because the company is a wholly owned subsidiary of another company incorporated in Great Britain.

2. PROFIT AND LOSS ACCOUNT

	31/3/01	31/3/00
	£	£
Other operating expenses	-	14,239

The Directors' emoluments and auditors' remuneration have been borne by the another Group Company. The directors were employed and remunerated as directors or executives of Investec Holdings (UK) Limited and its subsidiaries ("the Group") in respect of their services to the Group as a whole, and it is therefore considered that there is no appropriate basis on which they can apportion part of their remuneration for their services to the company.

The company has no employees.

3. TAXATION

As a result of the utilisation of group loss relief, the Company does not have a tax charge for the current year (2000 - £nil).

Guinness Mahon Holdings Limited

NOTES TO THE FINANCIAL STATEMENTS at 31 March 2001

4. SHARES IN GROUP UNDERTAKINGS

	31/3/01 £	31/3/00 £
At beginning and end of year	<u>42,574,117</u>	<u>42,574,117</u>

Company	Activity	Class of Shares	Held
Clive Securities Group Limited	Holding company	Ordinary	100%

The above company is registered in England and Wales and incorporated in Great Britain.

5. OTHER ASSETS

	31/3/01 £	31/3/00 £
Tax credit recoverable	337,500	337,500
Amounts receivable from Group undertakings	81,357,303	93,941,256
	<u>81,694,803</u>	<u>94,278,756</u>

6. OTHER LIABILITIES

	31/3/01 £	31/3/00 £
Amount payable to Group undertaking	<u>-</u>	<u>14,020,000</u>

7. SUBORDINATED LOANS

	31/3/01 £	31/3/00 £
Variable rate notes		
At beginning of year	-	75,071,770
Movements during the year		
Repayment of loan note	-	(75,071,770)
At end of year	<u>-</u>	<u>-</u>

Loan capital of £48,547,775, on which interest is payable at the rate of sterling LIBOR plus 3.75% was held by Investec Finance SA a company wholly owned by the ultimate parent company. This loan was terminated and repaid 31 March 2000.

Loan capital of £26,523,995, on which interest is payable at the rate of sterling LIBOR plus 2.00% was held by Investec Finance SA. This loan was terminated and repaid 31 March 2000.

Guinness Mahon Holdings Limited

NOTES TO THE FINANCIAL STATEMENTS

at 31 March 2001

8. CALLED UP SHARE CAPITAL

	31/3/01 £	31/3/00 £
Authorised		
100,000,000 (2000 – 100,000,000) ordinary shares of £1 each	<u>100,000,000</u>	<u>100,000,000</u>
Allotted, called up and fully paid		
22,120,090 (2000 – 22,120,090) ordinary shares of £1 each	<u>22,120,090</u>	<u>22,120,090</u>

9. RECONCILIATION OF SHAREHOLDERS' EQUITY

	31/3/01 £	31/3/00 £
Retained profit/(loss) for the year	886,047	(4,247,350)
Opening shareholders' equity	<u>123,382,873</u>	<u>127,630,223</u>
Closing shareholders' equity	<u>124,268,920</u>	<u>123,382,873</u>

10. PROFIT AND LOSS ACCOUNT

	31/3/01 £	31/3/00 £
At beginning of year	48,049,873	52,297,223
Result for the financial year	<u>886,047</u>	<u>(4,247,350)</u>
At end of year	<u>48,935,920</u>	<u>48,049,873</u>

11. POST BALANCE SHEET EVENTS

On 18 January 2002 Clive Securities Group Limited went into Members voluntary liquidation. The directors estimate that full recovery of the company's investment, £42,574,117 will be made from the liquidation.

12. ULTIMATE HOLDING COMPANY

The ultimate parent company is Investec Group Limited, a company incorporated in the Republic of South Africa and quoted on the Johannesburg Stock Exchange.

The consolidated financial statements of this Group are available to the public and may be obtained from Investec Group Limited's principal place of business: 100 Grayston Drive, Sandown, Sandton, 2196, South Africa or from Investec Group (UK) plc at 2 Gresham Street, London, EC2V 7QP.

The parent undertaking of the largest group in the United Kingdom which includes the company and for which group financial statements are prepared is Investec Holdings (UK) Limited a company registered in England and Wales. Copies of the group financial statements are available from Companies House, Crown Way, Maindy, Cardiff, CF4 3UZ.