

2707097

**TOWER OVERSEAS LIMITED**

**Company Information**

<b>Directors</b>	J. Hirschbaeck C Ebersberg
<b>Secretary</b>	Fiduserv Limited
<b>Company Number</b>	2707097 (England and Wales)
<b>Registered Office</b>	7-10 Old Park Lane Fifth Floor, Suite C London W1K 1QR
<b>Auditors</b>	Heywards St. George's House 15 Hanover Square London W1S 1HR
<b>Bankers</b>	Singer & Friedlander Ltd 41/43 Maddox Street London W1R 0BS



## **TOWER OVERSEAS LIMITED**

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## **TOWER OVERSEAS LIMITED**

### **Directors' Report**

**for the year ended 31 December 2000**

The Directors present their report and the audited financial statements for the year ended 31 December 2000.

#### **Trading Results**

	2000	1999
	£	£
Loss for the year after tax	<u>£8,175</u>	<u>£14,420</u>

#### **Principal Activities**

The principal activity of the company is that of an investment company.

The principal activity of the company's subsidiary is the production of ceramics.

#### **Directors and their Interests**

The directors who served during the year were as follows:

J. Hirschbaeck  
C Ebersberg

*None of the directors had any interest in the share capital of the company.*

#### **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 these 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;
- 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.

#### **Auditors**

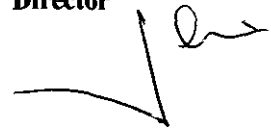
In accordance with Section 385 of the Companies Act 1985, a resolution proposing that Heywards be re-appointed as auditors of the company will be put to the Annual General Meeting.

In the preparation of the directors' report advantage has been taken of the special provisions applicable to small companies conferred by part VII of the Companies Act 1985.

This report was approved by the Board on 16 January 2002.

**J HIRSCHBAECK**

Director



## **TOWER OVERSEAS LIMITED**

### **Auditors' Report to the shareholders of Tower Overseas Limited**

We have audited the financial statements on pages 3 to 8 which have been prepared under the historical cost convention and the accounting policies set out on page 5.

#### **Respective responsibilities of the directors and auditors**

As described on page 1 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

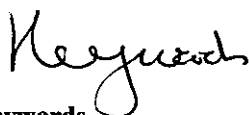
#### **Basis of opinion**

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 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 2000 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



**Heywards**

**Chartered Accountants  
Registered Auditor**

16 January 2002

**St. George's House  
15 Hanover Square  
London W1S 1HR**

**TOWER OVERSEAS LIMITED**

**Profit and Loss Account**

**For the year ended 31 December 2000**

	Notes	2000 £	1999 £
Turnover		-	-
Administrative Expenses		(8,199)	(11,781)
Operating Loss	2	(8,199)	(11,781)
Interest receivable and similar income	4	54	-
Interest payable and similar charges	5	(30)	(2,639)
		<hr/>	<hr/>
Loss on ordinary activities before taxation		(8,175)	(14,420)
Tax on loss on ordinary activities	6	-	-
		<hr/>	<hr/>
Loss for the year	11	<u>£(8,175)</u>	<u>£(14,420)</u>

**TOTAL RECOGNISED GAINS AND LOSSES**

There are no recognised gains and losses other than those passing through the profit and loss account

**CONTINUING OPERATIONS**

None of the company's activities were acquired or discontinued during the above two financial years.

# TOWER OVERSEAS LIMITED

## Balance Sheet

As at 31 December 2000

	Notes	2000 £	1999 £
<b>FIXED ASSETS</b>			
Investments	7	1,661,475	1,661,475
<b>CURRENT ASSETS</b>			
Loan Debtor Fellow Subsidiary – Ideal Standard Overseas Ltd	7,106		6,402
Cash at Bank and in hand	13,033		16,666
	20,139		23,068
<b>CREDITORS: Amounts falling due within one year</b>	8	(2,675)	(2,943)
<b>NET CURRENT ASSETS</b>		17,464	20,125
		1,678,939	1,681,600
<b>CREDITORS: Amounts falling due after more than one year</b>	9	(1,847,939)	(1,842,425)
<b>TOTAL NET LIABILITIES</b>		£(169,000)	£(160,825)
<b>CAPITAL AND RESERVES</b>			
Called up share capital	10	10,000	10,000
Profit and Loss Account	11	(179,000)	(170,825)
Shareholders Funds	12	£(169,000)	£(160,825)

The financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

The financial statements were approved by the Board on 16 January 2002.

The notes on pages 5 to 8 form part of these financial statements.

  
**J. HIRSCHBAECK**  
 Director

## **TOWER OVERSEAS LIMITED**

### **Notes to the Financial Statements**

**For the year ended 31 December 2000**

#### **1 ACCOUNTING POLICIES**

##### **a Accounting Convention**

The financial statements are prepared in accordance with the historical cost convention and include the results of the company's operations as indicated in the director's report, all of which are continuing.

##### **b Cashflow**

The financial statements do not include a cash flow statement because the company as a small reporting entity, is exempt from the requirements to prepare such a statement under Financial Reporting Standard 1 "Cash Flow Statements".

##### **c Foreign Currencies**

The company's accounts are maintained in Pounds Sterling.

Assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Any material gains or losses resulting from the conversion are taken to the profit and loss account.

##### **d Deferred Tax**

Tax deferred or accelerated is accounted for in respect of all material timing differences to the extent that it is probable that a liability or asset will crystallise. Provision is made at the rate which is expected to be applied when the tax liability or asset is expected to crystallise.

##### **e Going Concern**

The financial statements have been prepared on a going concern basis. This is considered appropriate as the shareholders will continue to provide financial support to the company for the foreseeable future.

##### **f Group Accounts**

The financial statements present information about the company as an individual undertaking and not about its group. The company has not prepared group accounts as the activities of the company and its subsidiary are so different that inclusion would be incompatible with a true and fair view.

# **TOWER OVERSEAS LIMITED**

## **Notes to the Financial Statements**

**For the year ended 31 December 2000**

### **2 OPERATING LOSS**

	<b>2000</b>	<b>1999</b>
	<b>£</b>	<b>£</b>
This is stated after charging:		
Auditors' remuneration	1,175	1,277
Directors fees	881	881
	<u>          </u>	<u>          </u>

### **3 DIRECTORS AND EMPLOYEES**

Directors Fees	<u>881</u>	<u>881</u>
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The directors were the company's only employees during the year.

### **4 INTEREST RECEIVABLE AND SIMILAR INCOME**

	<b>2000</b>	<b>1999</b>
	<b>£</b>	<b>£</b>
Bank Interest received	20	-
Profit on foreign exchange	34	-
	<u>£ 54</u>	<u>£ -</u>

### **5 INTEREST PAYABLE AND SIMILAR CHARGES**

	<b>2000</b>	<b>1999</b>
	<b>£</b>	<b>£</b>
Bank Charges	30	218
Loss on foreign exchange	-	2,421
	<u>£30</u>	<u>£2,639</u>

### **6 TAXATION**

In view of the losses incurred by the company, no provision has been made for taxation.



# TOWER OVERSEAS LIMITED

## Notes to the Financial Statements

For the year ended 31 December 2000

### 7 INVESTMENTS

#### Shares in group undertakings and participating interests

##### Cost

	£
At 1 January 2000 and 31 December 2000	£1,661,475

In the opinion of the directors the aggregate value of the company's investment in the subsidiary undertaking is not less than the amount included in the balance sheet.

##### Holdings of more than 10%

The company holds more than 10% of the share capital of the following company:

Company	Country of registration or incorporation	Shares Held Class %
Subsidiary undertaking		
Gardenia Finanziaria SPA	Italy	Ordinary 64.17

The results of the group accounts of Gardenia Finanziaria SPA for the year to 31 December 2000 was as follows:

Capital and reserves	£25,671,767
Profit for the year	£4,449

### 8 CREDITORS: Amounts falling due within one year

	2000 £	1999 £
Other creditors and accruals	£2,675	£2,943

### 9 CREDITORS: Amounts falling due after more than one year

	2000 £	1999 £
Shareholders loan	£1,847,939	£1,842,425

The shareholders loan is unsecured, interest free and has no fixed repayment date.

**TOWER OVERSEAS LIMITED**

**Notes to the Financial Statements**

**For the year ended 31 December 2000**

**10 SHARE CAPITAL**

	2000 £	1999 £
Authorised 200,000 Ordinary shares of £1 each	£200,000	£200,000
	<hr/>	<hr/>
Allotted, called up and fully paid 10,000 Ordinary shares of £1 each	£10,000	£10,000
	<hr/>	<hr/>

**11 PROFIT AND LOSS ACCOUNT**

	2000 £	1999 £
Accumulated losses at 1 January 2000	(170,825)	(156,405)
Loss for the year	(8,175)	(14,420)
	<hr/>	<hr/>
Accumulated losses at 31 December 2000	£(179,000)	£(170,825)
	<hr/>	<hr/>

**12 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS FUNDS**

	2000 £	1999 £
Loss for the financial year	(8,175)	(14,420)
Opening shareholders funds	(160,825)	(146,405)
	<hr/>	<hr/>
Closing shareholders funds	£(169,000)	£(160,825)
	<hr/>	<hr/>

**13 ULTIMATE HOLDING COMPANY**

The Directors regard the ultimate holding company as Eight Stars Establishment, a company registered in Liechtenstein.