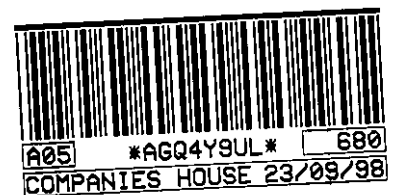


HTT FINANCE LIMITED

REPORT AND ACCOUNTS

FOR THE YEAR ENDED 30 APRIL 1998



HTT FINANCE LIMITED

DIRECTORS :

R K A Wakeling (Chairman)
B J D Ashford-Russell
C G Clarke
P F Dicks
Professor J D Rhodes
C J M Stutterheim

SECRETARY AND REGISTERED OFFICE :

Henderson Secretarial Services Limited
3 Finsbury Avenue
London
EC2M 2PA

NOTICE OF MEETING :

Notice is hereby given that the second Annual General Meeting of HTT Finance Limited will be held at 3 Finsbury Avenue, London EC2M 2PA on Thursday 10 September 1998 at 12.10 pm for the following purposes :

1. To receive the report of the directors and the accounts for the year ended 30 April 1998 together with the report of the auditors thereon.
2. To appoint PricewaterhouseCoopers as auditors to the Company and to authorise the directors to determine their remuneration.

By order of the board



Henderson Secretarial Services Limited,
Secretary
3 Finsbury Avenue
London
EC2M 2PA

10 July 1998

HTT FINANCE LIMITED

REPORT OF THE DIRECTORS

The directors present the audited accounts of the Company for the year ended 30 April 1998.

PRINCIPAL ACTIVITY AND REVIEW OF BUSINESS

The activity of the Company is that of an investment dealing company. The Company began to trade during the year and the directors expect it to continue to do so as opportunities arise.

RESULTS

The financial position at the year end was satisfactory. The Company's Profit and Loss Account shows a profit after taxation for the year of £406,507.

DIRECTORS

The directors of the Company who held office during the year were :

R K A Wakeling (Chairman)
B J D Ashford-Russell
C G Clarke
P F Dicks
Professor J D Rhodes

All the above directors served throughout the year. Mr C J M Stutterheim was appointed a director on 19 May 1998. All the directors of the Company at 30 April 1998 were also directors of the parent undertaking and are not required, therefore, to disclose to this Company their interests in the parent undertaking's share capital.

REGISTERED AUDITORS

The auditors, Coopers & Lybrand, merged with Price Waterhouse on 1 July 1998 and a resolution to appoint the new firm, PricewaterhouseCoopers, as auditors to the Company will be proposed at the Annual General Meeting.

THE PAYMENT OF CREDITORS

It remains the Company's policy for the forthcoming financial year to obtain the best terms for all business and therefore there is no single policy as to the terms used. In general the Company agrees with its suppliers the terms on which business will take place and it is the Company's policy to abide by such terms. There were no trade creditors at 30 April 1998.

HTT FINANCE LIMITED

REPORT OF THE DIRECTORS (CONTINUED)

YEAR 2000

Henderson plc and its subsidiaries ("Henderson"), which provides investment management, UK custodial, accounting, administrative and company secretarial services to HTT Finance Limited, has instigated a corporate action programme, under Henderson board supervision, to establish the precise scope of the risks posed to HTT Finance Limited by the consequences of the Year 2000 date change and to address those risks. Henderson's strategy is to validate that its computer systems achieve Year 2000 conformity (as defined by the British Standards Institute in its paper DISC PD2000-1), and to require both its suppliers and the suppliers to HTT Finance Limited to ensure that their computer systems achieve the same or an equivalent standard. Costs relating to the Year 2000 project are to be borne by Henderson.

By order of the board



Henderson Secretarial Services Limited,
Secretary
3 Finsbury Avenue
London
EC2M 2PA

10 July 1998

HTT FINANCE LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

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

The directors are responsible for ensuring that proper accounting records are kept which disclose with reasonable accuracy at any time the financial position of the Company and 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.

REPORT OF THE AUDITORS TO THE MEMBERS OF HTT FINANCE LIMITED

We have audited the accounts on pages 5 to 8.

Respective responsibilities of Directors and Auditors

As described above, 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.

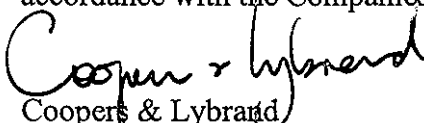
Basis of opinion

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 30 April 1998 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Coopers & Lybrand
Chartered Accountants and Registered Auditors
London
10 July 1998

HTT FINANCE LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 APRIL 1998

<u>Notes</u>	1998 £	1997 £
Turnover	1,628,480	-
Cost of investments sold	<u>1,059,001</u>	<u>-</u>
Net gains from investments	569,479	-
Other Income		
Bank interest	11,515	-
Exchange gains	<u>2,557</u>	<u>-</u>
	583,551	-
3 Administrative expenses	<u>355</u>	<u>-</u>
Profit on ordinary activities before interest payable and taxation	583,196	-
Bank overdraft interest	<u>103</u>	<u>-</u>
Profit on ordinary activities before taxation	583,093	-
4 Taxation on profit on ordinary activities	<u>176,586</u>	<u>-</u>
6 Profit on ordinary activities after taxation	<u>406,507</u>	<u>-</u>

The Company has no recognised gains or losses other than those included above and therefore no separate statement of total recognised gains and losses has been presented.

There are no differences between the amounts reported in the above profit and loss account and their historical cost equivalents.



The notes on pages 7 and 8 form part of these accounts.

HTT FINANCE LIMITED

BALANCE SHEET AT 30 APRIL 1998

<u>Notes</u>		1998 £	1997 £
Current Assets			
2	Investments	56,447	-
	Accrued income	2,030	-
	Amounts due from parent undertaking	2	2
	Cash at bank	<u>581,028</u>	<u>-</u>
		<u>639,507</u>	<u>2</u>
Current Liabilities			
Creditors (amounts falling due within one year)			
	Amounts due to parent undertaking	176,586	-
	Purchases for future settlement	56,370	-
	Accruals	<u>42</u>	<u>-</u>
		<u>232,998</u>	<u>-</u>
	Total Net Assets	<u>406,509</u>	<u>2</u>
Capital and Reserves			
5	Called up share capital	2	2
6	Profit and loss account	<u>406,507</u>	<u>-</u>
	Equity shareholders' funds	<u>406,509</u>	<u>2</u>

Approved by the board on 10 July 1998 and signed on its behalf by :

DIRECTORS	(R K A Wakeling	
	(
	(
	(
	(B J D Ashford-Russell	

The notes on pages 6 and 7 form part of these accounts.

HTT FINANCE LIMITED

NOTES TO THE ACCOUNTS - 30 APRIL 1998

1. Accounting Policies

- i) The accounts have been prepared on the historical cost basis of accounting and in accordance with applicable accounting standards. All of the Company's operations are of a continuing nature.
- ii) Turnover consists of sale proceeds received on the disposal of investments.
- iii) Current asset investments are stated in the accounts at the lower of cost and market value.
- iv) Equity income is taken to the profit and loss account on an ex dividend basis. Income from fixed interest securities, other income and expenses are accounted for on an accruals basis.
- v) Assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date. Costs of purchases and proceeds from sales of investments in foreign currencies are calculated in sterling at the rates of exchange ruling at the dates the transactions take place. Differences on exchange are taken to the profit and loss account.

2. Current Asset Investments

	1998	1997
	£	£
Listed outside Great Britain - at cost	<u>56,447</u>	<u>-</u>

The market value of the listed investments at 30 April 1998 was £71,920 (1997: £nil).

3. Administrative Expenses

	1998	1997
	£	£
Administrative expenses include :		
Bank charges	<u>355</u>	<u>-</u>

No directors' emoluments were paid during the year or the previous year. Auditors' fees are paid by the parent company.

4. Taxation

The charge for taxation in the profit and loss account comprises:

	1998	1997
	£	£
Corporation tax at 30.3% (1997: nil)	<u>176,586</u>	<u>-</u>

HTT FINANCE LIMITED

NOTES TO THE ACCOUNTS (CONTINUED)

5. Share Capital

	1998 £	1997 £
Authorised:		
100 ordinary shares of £1 each	<u>100</u>	<u>100</u>
Allotted and fully paid:		
2 ordinary shares of £1 each	<u>2</u>	<u>2</u>

6. Profit and Loss Account

	1998 £
At 1 May 1997	-
Profit for the year	<u>406,507</u>
At 30 April 1998	<u>406,507</u>

7. Ultimate Parent Undertaking

At 30 April 1998 the Company was a wholly owned subsidiary undertaking of Henderson Technology Trust PLC, a company registered in England and Wales. Copies of the ultimate parent undertaking's financial statements may be obtained from the Company Secretary, Henderson Secretarial Services Limited, 3 Finsbury Avenue, London EC2M 2PA.

8. Cash Flow Statement

Cash flows of the Company are included in the Group cash flow statement of Henderson Technology Trust PLC. Consequently, the Company is exempt under the terms of Financial Reporting Standard No 1 from publishing a cash flow statement.

9. Reconciliation of Movements in Shareholders' Funds

	1998 £	1997 £
Net profit on ordinary activities after taxation	406,507	-
Opening shareholders' funds	<u>2</u>	<u>2</u>
Closing shareholders' funds	<u>406,509</u>	<u>2</u>