

Astergold Limited
Financial statements
For the year ended 30 April 2003

Grant Thornton 



Company no.03573516

Company information

Company registration number	03573516
Registered office	Botanic House 100 Hills Road Cambridge CB2 1JZ
Directors	P J Thwaites R Reece C V Reader
Secretary	R Reece and N E Corfield
Bankers	Barclays Bank plc The Royal Bank Of Scotland
Solicitors	Mills & Reeve
Auditors	Grant Thornton Chartered Accountants Registered Auditors Crown House Crown Street Ipswich Suffolk IP1 3HS

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Report of the directors

The directors present their report and the financial statements of the company for the year ended 30 April 2003.

Principal activities

The principal activity of the company throughout the year was that of land trading.

The directors and their interests in shares of the company

The directors who served the company during the year together with their beneficial interests in the shares of the company were as follows:

	Ordinary Shares of £1 each	
	At 30 April 2003	At 1 May 2002
P J Thwaites	—	—
R Reece	—	—
C V Reader	—	—
	<hr/>	<hr/>

Directors' responsibilities

Company law in the United Kingdom 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 at the end of the year and of the profit or loss for the year then ended.

In preparing those financial statements, the directors are required to select suitable accounting policies, as described on page 7, and then apply them on a consistent basis, making judgements and estimates that are prudent and reasonable. The directors must also 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. The directors 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.

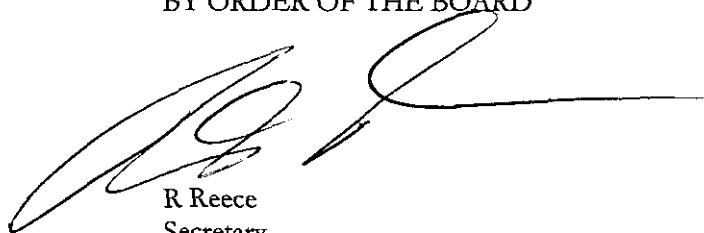
Auditors

A resolution to re-appoint Grant Thornton as auditors for the ensuing year will be proposed at the annual general meeting in accordance with section 385 of the Companies Act 1985.

Small company provisions

This report has been prepared in accordance with the special provisions for small companies under Part VII of the Companies Act 1985.

BY ORDER OF THE BOARD

A large, stylized handwritten signature in black ink, appearing to be 'R Reece', is written over the printed name and title.

R Reece
Secretary

28 August 2003.

Report of the independent auditors to the members of Astergold Limited

We have audited the financial statements of Astergold Limited for the year ended 30 April 2003 which comprise the profit and loss account, balance sheet and notes 1 to 13. These financial statements have been prepared in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002), under the accounting policies set out therein.

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 auditors' 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' responsibilities for preparing the report of the directors and the financial statements in accordance with United Kingdom law and accounting standards are set out in the statement of directors' responsibilities.

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 other information contained in the Directors' Report and consider whether it is consistent with the audited financial statements. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

Basis of 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 give a true and fair view of the state of affairs of the company as at 30 April 2003 and of its result for the year then ended, and have been properly prepared in accordance with the Companies Act 1985.



GRANT THORNTON
REGISTERED AUDITORS
CHARTERED ACCOUNTANTS
IPSWICH

2 September 2003

Principal accounting policies

Basis of accounting

The financial statements have been prepared under the historical cost convention, and in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002).

Turnover

Turnover is the total amount receivable by the company for goods supplied and services provided, excluding VAT and trade discounts.

Stocks and work in progress

Work in progress is valued on the basis of direct costs plus attributable overheads based on normal level of activity. Provision is made for any foreseeable losses where appropriate. No element of profit is included in the valuation for work in progress.

Stocks and work in progress are stated at the lower of cost and net realisable value.

Deferred taxation

Deferred tax is recognised on all timing differences where the transactions or events that give the company an obligation to pay more tax in the future, or a right to pay less tax in the future, have occurred by the balance sheet date. Deferred tax assets are recognised when it is more likely than not that they will be recovered. Deferred tax is measured using rates of tax that have been enacted or substantively enacted by the balance date.

Profit and loss account

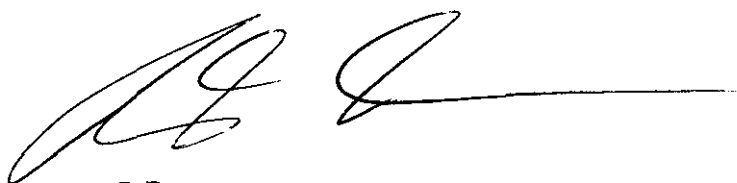
	Note	2003 £	2002 £
Turnover		2,915,276	—
Cost of sales		2,318,259	—
Gross profit		597,017	—
Other operating income and charges		65,359	74,446
Operating profit/(loss)	1	531,658	(74,446)
Interest receivable		7,758	53,721
Interest payable and similar charges		(50,289)	(13,184)
Profit/(loss) on ordinary activities before taxation		489,127	(33,909)
Tax on profit/(loss) on ordinary activities	3	136,827	(1,479)
Profit/(loss) on ordinary activities after taxation		352,300	(32,430)
Dividends	4	800,000	—
Loss for the financial year		(447,700)	(32,430)

Balance sheet

	Note	2003 £	2002 £
Current assets			
Stocks	5	576,213	2,663,103
Debtors	6	157,167	161,723
Cash at bank		286,429	264,463
		<u>1,019,809</u>	<u>3,089,289</u>
Creditors: amounts falling due within one year	7	<u>642,936</u>	<u>2,264,716</u>
Net current assets		<u>376,873</u>	<u>824,573</u>
Total assets less current liabilities		<u>376,873</u>	<u>824,573</u>
Capital and reserves			
Called-up equity share capital	12	2	2
Profit and Loss Account	13	376,871	824,571
Shareholders' funds		<u>376,873</u>	<u>824,573</u>

These financial statements have been prepared in accordance with the special provisions for small companies under Part VII of the Companies Act 1985 and with the Financial Reporting Standard for Smaller Entities (effective June 2002).

These financial statements were approved by the directors on 28/8/03 and are signed on their behalf by:



R Reece
 Director

Notes to the financial statements

1 Operating profit

Operating profit/(loss) is stated after charging:

	2003	2002
	£	£
Auditors' fees	<u>2,500</u>	<u>2,000</u>

2 Directors

The directors were not remunerated through this company during the year.

3 Tax on profit or (loss) on ordinary activities

Taxation

	2003	2002
	£	£
Current tax:		
UK Corporation tax based on the results for the year	147,000	—
(Over)/under provision in prior year	<u>(10,173)</u>	<u>(1,479)</u>
Total current tax	<u>136,827</u>	<u>(1,479)</u>

4 Dividends

	2003	2002
	£	£
Equity dividends:		
Proposed dividend on ordinary shares	<u>800,000</u>	<u>—</u>

5 Stocks

	2003	2002
	£	£
Work in progress	<u>576,213</u>	<u>2,663,103</u>

During the year, interest amounting to £nil (2002 - £87,606) was capitalised.

6 Debtors

	2003	2002
	£	£
VAT recoverable	—	4,556
Other debtors	<u>157,167</u>	<u>157,167</u>
	<u>157,167</u>	<u>161,723</u>

7 Creditors: amounts falling due within one year

	2003	2002
	£	£
Bank and other loans	266,553	2,102,433
Trade creditors	43,216	21,311
Corporation tax	56,827	—
Other taxation	13,792	—
Other creditors	<u>262,548</u>	<u>140,972</u>
	<u>642,936</u>	<u>2,264,716</u>

Other loans include an amount of £nil (2002 - £1,499,991) which is secured over the asset to which it relates.

8 Pensions

The company has not operated, or contributed to any pension scheme on behalf of its employees.

9 Contingent liabilities

There were no contingent liabilities at 30 April 2003 or 30 April 2002.

10 Capital commitments

The company had capital commitments at 30 April 2003 amounting to £86,598 (2002 - £268,889).

11 Controlling related party and transactions with related parties

Close Brothers Investment Limited and Ashwell Property Group PLC are this company's controlling related parties by virtue of their equal shareholdings in the company.

Mr P J Thwaites has a majority shareholding in Ashwell Property Group PLC.

Close Portfolio Management Limited:

During the year certain of the company's transactions were financed by Close Portfolio Management Limited. At 30 April 2003, the loan balance owing to Close Portfolio Management Limited was £266,553 (2002 - £602,442).

Close Portfolio Management Limited is related by virtue of its relationship as a fellow subsidiary with Close Brothers Investment Limited of Close Asset Management Holdings Limited.

Ashwell Property Group PLC and its wholly owned subsidiaries:

During the year the company made purchases of £104,537 (2002 - £133,399) from Ashwell Developments Limited in respect of planning applications and professional fees carried out on the company's behalf. At 30 April 2003, £5,495 (2002 - £2,714) was owed by Astergold Limited to Ashwell Developments Limited.

In addition, a management fee amounting to £60,000 (2002 - £60,000) was charged by Ashwell Developments Limited. At 30 April 2003 £nil (2002 - £17,625) was owed by Astergold Limited in this respect.

During the year, land was sold to Ashwell Homes (East Anglia) Limited and Ashwell Homes (Ipswich) Limited for £2,675,000 and £100,000 respectively.

Thwaites Property Development Limited:

Sales were also made to Thwaites Property Development Limited for £96,000 to develop affordable housing to discharge the company's section 106 obligations. This land was sold to Hundred Houses Housing Association by Thwaites Property Development Limited for £96,000. Thwaites Property Development Limited is a company in which Mr P J Thwaites has a material interest.

12 Share capital

Authorised share capital:

	2003	2002
	£	£
100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>

Allotted, called up and fully paid:

	2003	2002
	£	£
Ordinary share capital	<u>2</u>	<u>2</u>

13 Profit and loss account

	2003	2002
	£	£
Balance brought forward	824,571	857,001
Accumulated loss for the financial year	<u>(447,700)</u>	<u>(32,430)</u>
Balance carried forward	<u>376,871</u>	<u>824,571</u>