C. C. PANAYI & CO.

CHARTERED ACCOUNTANTS

Our ref: H149/EC

12th August 2003

3932536

247 BALLARDS LANE FINCHLEY LONDON N3 JNG

Telephone: 020 8446 5361 Facsimile: 020 8446 5362 E-mail: info@ccpanayi.co.uk www.ccpanayi.co.uk

The Company Secretary Happygroup Limited 38a Station Road West Oxted Surrey TH8 9EU

Dear Sir

As required by Section 394 of the Companies Act 1985, we confirm that there are no circumstances in connection with our resignation as accountants to the company which we consider should be brought to the attention of the members or the creditors of the company.

We would remind you that the Act obliges us to file a copy of this statement with the Registrar of Companies. Accordingly, a copy of this statement has been sent to the Registrar today.

Yours faithfully

C.C. Foreign & co.

C. C. PANAYI & Co.

cc Registrar of Companies

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