

Registered Number: 4027726

Fleming Family & Partners (Overseas) Limited

Annual Report and Accounts

31 March 2005



Fleming Family & Partners (Overseas) Limited

DIRECTORS

A J Bennis
G A Richards
G M Rochussen

SECRETARY

C E S Stone

REGISTERED OFFICE

Ely House
37 Dover Street
London
W1S 4NJ

Telephone: 020 7409 5600
Fax: 020 7409 5601

INDEPENDENT AUDITORS

PricewaterhouseCoopers LLP
Southwark Towers
32 London Bridge Street
London SE1 9SY

REGISTERED NUMBER

4027726

Fleming Family & Partners (Overseas) Limited

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2005

The Directors present their report and the audited financial statements of the Company for the year ended 31 March 2005.

PRINCIPAL ACTIVITIES

The Company is an intermediate holding company having investments in a number of offshore Group companies.

REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

The Company is not expected to trade on its own account in the future and will remain a holding company for other Group companies.

RESULTS AND DIVIDENDS

No dividends have been declared in the year. In 2004, the Company received dividends from Group companies of £45,306 and itself declared interim dividends to its parent, Fleming Family & Partners Limited of £31,080.

DIRECTORS

The directors of the Company are listed on page 1. G A Richards was appointed a director of the Company with effect from 1 May 2004.

DIRECTORS' INTERESTS

During the year no director had any interests in the share capital of the Company. Directors of the holding company and their interests in its shares are disclosed in that Company's report. The interests of the directors, other than directors of the holding company, in the ordinary shares of the holding company are as follows:-

	Ordinary shares at 31 March 2005	Ordinary shares at 31 March 2004 or date of appointment if later
	Beneficial	Beneficial
A J Benns	900,000	900,000

EMPLOYEES

The Company has no employees (2004: nil).

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial year that 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; and

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 that 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.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

COMPANIES ACT 1985

An elective resolution under section 379A of the Companies Act 1985 is in force dispensing with the requirement for the holding of annual general meetings, laying of accounts before shareholders at general meetings and the re-election of auditors.

By order of the Board



C E S Stone
Secretary

23 August 2005

Fleming Family & Partners (Overseas) Limited

Independent auditors' report to the members of Fleming Family & Partners (Overseas) Limited

We have audited the financial statements which comprise the profit and loss account, the balance sheet and the related notes which have been prepared under the historical cost convention and the accounting policies set out in the statement of accounting policies.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable 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 issued by the Auditing Practices Board. This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 is not disclosed.

We read the other information contained in the annual report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. The other information comprises only the directors' report.

Basis of audit 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 at 31 March 2005 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
London

9 September 2005

Fleming Family & Partners (Overseas) Limited

Profit and Loss Account for the year ended 31 March 2005

	Note	2005 £	2004 £
Turnover		-	-
Administrative expenses		(19)	-
Operating loss		(19)	-
Income from shares in group undertakings	3	-	45,306
Interest receivable and similar income		819	-
Profit on ordinary activities before taxation		800	45,306
Tax on profit on ordinary activities	4	65,317	(79,543)
Profit/(loss) for the financial year		66,117	(34,237)
Dividends	5	-	(31,080)
Retained profit/(loss) for the financial year		66,117	(65,317)

All turnover is attributable to continuing operations.

The company had no recognised gains and losses other than as disclosed above and therefore no separate statement of total recognised gains and losses has been presented.

There is no difference between the profit before taxation and the retained profit for the financial year stated above and their historical cost equivalents.

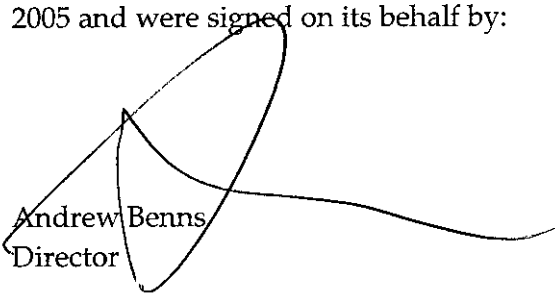
Fleming Family & Partners (Overseas) Limited

Balance Sheet as at 31 March 2005

	Note	2005 £	2004 £
Fixed assets			
Investments	6	240,147	240,147
Current assets			
Debtors	7	2,000	27,586
Cash at bank and in hand		13,380	-
		15,380	27,586
Creditors – amounts falling due within one year	8	(7,213)	(85,536)
Net current assets		8,167	(57,950)
Total assets less current liabilities		248,314	182,197
Net assets		248,314	182,197
Capital and reserves			
Called up share capital	10	247,200	247,200
Profit and loss account	11	1,114	(65,003)
Total shareholder's funds		248,314	182,197

The financial statements on pages 6 to 12 were approved by the board of directors on 23 August 2005 and were signed on its behalf by:

Andrew Benns
Director



The accounting policies and notes to the accounts on pages 8 to 12 form part of these financial statements.

Notes to the financial statements for the year ended 31 March 2005.

1. Accounting policies

These financial statements are prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 1985 and applicable accounting standards. The principal accounting policies are set out below.

Dividends receivable from foreign sources – The Company reflects dividends received from foreign subsidiaries gross of withholding tax.

Foreign currencies – All foreign currency transactions have been converted into Sterling at the mid-market rate prevailing on the date that the transaction is booked.

Assets and liabilities in foreign currencies are translated into sterling at rates of exchange ruling on the balance sheet date. Overseas profits and losses are translated into sterling at average rates of exchange for the year. Exchange differences arising from the application of closing rates of exchange to the opening net assets held overseas and to the retranslation of the result for the year from the average rate to the closing rate are taken directly to reserves. All other exchange profits and losses, which arise from normal trading activities, are included in the profit and loss account.

Investments in subsidiaries – Investments are stated at cost less any provision for impairment that is determined to be other than temporary.

Deferred taxation – Provision for deferred taxation is recognised on all timing differences between profits stated in the financial statements and profits as computed for tax purposes, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Deferred tax is recognised at the tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

2. Cash flow statement, related party disclosures and consolidated financial statements

As permitted by FRS1 (revised 1996) the Company's cash flow statement has not been included as it is a wholly owned subsidiary of Fleming Family & Partners Limited and its cash flow appears as part of the Group consolidated cash flow in the Group's accounts.

The Company has taken advantage of the provisions of FRS8, which exempts it from disclosing related party transactions where the related party is part of the Fleming Family & Partners Group or is an investor in the Group.

Fleming Family & Partners (Overseas) Limited

The Company is exempt from the obligation to prepare and deliver consolidated financial statements, as it is a wholly owned subsidiary of Fleming Family & Partners Limited, a company registered in England and Wales which prepares Group consolidated accounts.

3. Income from shares in group undertakings

	2005	2004
	£	£
FF&P Asset Management (Guernsey) Limited	-	45,306
	-	45,306

4. Tax on profit on profit on ordinary activities

	2005	2004
	£	£
Current tax:		
UK corporation tax on profits of the year	-	12,686
Foreign corporation tax on profits of the year	-	906
Prior year adjustments	634	-
Total current tax	634	13,592
Origination and reversal of timing differences	(65,951)	65,951
Total deferred tax (Note 9)	(65,951)	65,951
Tax on profits on ordinary activities	(65,317)	79,543

The current tax assessed for the period is higher than (2004: the same as) the standard rate of corporation tax in the UK (30%). The differences are explained below:

Profit on ordinary activities before tax	800	45,306
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 30% (2004: 30%)	240	13,592
Effects of:		
Adjustments to tax in respect of prior year	634	-
Use of group relief	(167)	-
Non-taxable interest	(73)	-
Credit for underlying tax suffered in Guernsey	-	(906)
Foreign tax suffered at source	-	906
Current tax charge for the year	634	13,592

5. Dividends

	2005	2004
	£	£
Interim paid: nil (2004: 62.16p) per £1 share	-	31,080

Fleming Family & Partners (Overseas) Limited

6. Investments

	2005	2004
	£	£
Shares in group undertakings		
At 1 April	240,147	20,000
Additions	-	220,147
At 31 March	240,147	240,147

Investments in group undertakings are stated at cost.

Principal subsidiaries

The companies listed below include all those which principally affect the consolidated profit or assets of the Fleming Family & Partners Limited Group.

All the companies are wholly-owned subsidiary undertakings of the Company.

Name	Principal activity	Country of incorporation	Country of principal operations
FF&P Asset Management (Guernsey) Limited	Asset management	Guernsey	Guernsey
Fleming Family and Partners (Suisse) AG	Asset management	Switzerland	Switzerland
Fleming Family & Partners (Liechtenstein) AG	Trustee services	Liechtenstein	Liechtenstein

7. Debtors

	2005	2004
	£	£
Amounts owed by group undertakings	2,000	27,586
	2,000	27,586

8. Creditors – amounts falling due within one year

	2005	2004
	£	£
Amounts owed to group undertakings	7,213	7,213
Corporation tax	-	12,372
Deferred tax liability	-	65,951
	7,213	85,536

Fleming Family & Partners (Overseas) Limited

9. Deferred tax liability

No provision for deferred tax on the unremitted earnings of the Company's subsidiaries has been made as no dividends have been accrued as receivable and none of the Company's subsidiaries have entered into binding agreements to distribute past earnings in the future (2004: £65,951).

10. Called up share capital

	2005	2004
Authorised	£	£
50,000 ordinary shares of £1 each	50,000	50,000
250,000 8% non-cumulative preference shares of £1 each	250,000	250,000
	300,000	300,000
Allotted and called up		
Ordinary shares of £1 each, fully paid		
At 1 April – 10,002	10,002	10,002
At 31 March – 10,002	10,002	10,002
8% non-cumulative preference shares of £1 each, fully paid		
At 1 April – 237,198	237,198	237,198
At 31 March – 237,198	237,198	237,198
Total share capital	247,200	247,200

The principle rights attached to the preference shares are as follows:-

- (i) Non-cumulative dividend of 8% per annum payable in priority to dividends on the ordinary shares
- (ii) No entitlement to vote at general meetings
- (iii) Redeemable at par plus any accrued dividend at the option of the Company
- (iv) On a winding up the holders have priority before all other classes of shares to receive repayment of capital plus any accrued dividend.

11. Profit and loss account

	2005
	£
At 1 April 2004	(65,003)
Retained profit for the financial year	66,117
At 31 March	1,114

12. Reconciliation of movement in shareholder's funds

	2005 £'000	2004 £'000
Profit/(loss) for the year	66,117	(34,237)
Dividends	-	(31,080)
	66,117	(65,317)
Net proceeds of issue of non-equity shares	-	237,198
Net change in shareholder's funds	66,117	171,881
Opening shareholder's funds	182,197	10,316
Closing shareholder's funds	248,314	182,197

13. Contingent liabilities

The Company had no contingent liabilities at 31 March 2005 (2004: none).

14. Other related party transactions

The Company has no other related party transactions that require disclosure (2004: none).

15. Ultimate parent undertaking

The immediate and ultimate parent undertaking and controlling party is Fleming Family & Partners Limited, a company incorporated in England (registered number 4006741). Copies of the Group's consolidated financial statements can be obtained from the Company Secretary at 37 Dover Street, London W1S 4NJ.