

Hamsard 2364 Limited

Report and Financial Statements

31 March 2003



Hamsard 2364 Limited

Registered No. 04254554

Directors

J A Biles (Chairman)
R P Graham-Adriani
M J R Porter

Secretary

M J R Porter

Auditors

Ernst & Young LLP
1 More London Place
London SE1 2AF

Registered Office

15-19 New Fetter Lane
London EC4A 1LY

Directors' report

The directors present their report and the audited financial statements for the year ended 31 March 2003.

Results and dividends

The audited financial statements for the year ended 31 March 2003 are set out on pages 8 to 12. The profit for the year after taxation amounted to \$84,000 (2002: \$56,000) and has been transferred to the profit and loss account reserve.

The directors do not recommend the payment of a dividend for the year.

Principal activities and review of the business

The trading results for the year are considered satisfactory.

Directors and their interests

The directors who served during the year ended 31 March 2003 and thereafter were as listed on page 1.

No directors had any interests in the shares of the company at 31 March 2003.

J A Biles is also a director of the ultimate parent undertaking, and his interests in the shares of that company are disclosed in that company's financial statements.

The interests of the remaining directors in the shares of the ultimate parent undertaking are set out below:

<i>Ordinary 10p shares</i>	<i>2003</i>	<i>2002</i>
	<i>No.</i>	<i>No.</i>
R P Graham-Adriani	1,861	1,500
M J R Porter	417	417
	<u> </u>	<u> </u>

<i>Executive share option scheme</i>	<i>1 April</i>				<i>31 March</i>
	<i>2002</i>	<i>Granted</i>	<i>Exercised</i>	<i>Lapsed</i>	<i>2003</i>
	<i>No.</i>	<i>No.</i>	<i>No.</i>	<i>No.</i>	<i>No.</i>
R P Graham-Adriani	60,000	—	—	—	60,000
M J R Porter	31,000	43,571	—	—	74,571
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>

All executive options granted in the year were at an option price of 140 pence per share.

<i>SAYE share option scheme</i>	<i>1 April</i>				<i>31 March</i>
	<i>2002</i>	<i>Granted</i>	<i>Exercised</i>	<i>Lapsed</i>	<i>2003</i>
	<i>No.</i>	<i>No.</i>	<i>No.</i>	<i>No.</i>	<i>No.</i>
R P Graham-Adriani	—	13,134	—	13,134	—
M J R Porter	5,152	—	—	—	5,152
	<u> </u>	<u> </u>	<u> </u>	<u> </u>	<u> </u>

All SAYE options granted in the year were at an option price of 126 pence per share.

Directors' report (continued)

Directors and their interests (continued)

Options in existence at 31 March 2003 are exercisable between 2003 and 2012 at prices of 186.75 pence, 188 pence and 140 pence per share.

The market price of the ordinary shares of FKI plc at 31 March 2003 was 64 pence (2002: 192.5 pence) and the range during the year was 192.5 pence to 57 pence (2002: 288.25 pence to 122 pence).

All interests shown above are beneficial.

Long term incentive plan (LTIP)

The ultimate parent company operates a LTIP which was approved by its shareholders in 2001 and under which participants receive annual conditional awards of shares in FKI plc of a value equal to up to 70% of basic salary per annum, which may vest only after the achievement of certain long-term performance conditions. Participants may receive up to the maximum number of shares, three years after the award, provided the performance conditions are met. Until then, the shares are held in a trust, which is administered by a trustee company.

The level of vesting of awards under the LTIP is determined by the performance of FKI plc's total shareholder return against a comparator group of all companies which on the date of grant are constituent companies of the Engineering and Machinery Index as determined by the FTSE Actuaries Industry Classification Committee, excluding those not listed at the end of a three year performance period. No awards vest for below median performance and 50% of an award will vest for median performance. Full vesting occurs only at upper quartile performance, and 75% of an award will vest for performance above the median but below upper quartile. Accrued dividends on vested awards are paid to the executives pending transfer of the shares into the name of the respective participant.

The performance condition is based upon total shareholder return as this is considered to be the best means of aligning the interests of directors with shareholders by requiring superior total shareholder return performance compared to competitor companies. The assessment as to whether the performance conditions have been met is independently calculated by Mercer Human Resource Consulting in conjunction with Datastream and is ratified by the Remuneration Committee of FKI plc.

During the year ended 31 March 2003, the performance period relating to the 1999 award expired. The Remuneration Committee exercised its discretion, in accordance with the rules of the scheme, to include in the final peer group two companies which had been previously omitted, both having been put into receivership during the three-year performance period. The Remuneration Committee considered the change to be fair and reasonable such that, were an adjustment not made, the terms of the scheme would cease to be a fair measure of performance. As a consequence of this adjustment, 30% of the award became exercisable. As required under the rules of the scheme, Ernst & Young LLP confirmed that the adjustment was considered fair and reasonable.

Directors' report (continued)**Directors and their interests** (continued)**Long term incentive plan (LTIP)** (continued)

The maximum number of ordinary shares that the director could receive under the LTIP is detailed below:

	<i>Shares allocated at 1 April 2002</i>	<i>Shares allocated during year</i>	<i>Shares vested during year</i>	<i>Shares lapsed during year</i>	<i>Shares transferred during year</i>	<i>Value of award at date of grant £</i>	<i>Shares allocated at 31 March 2003</i>	<i>Earliest date for transfer</i>	<i>Value of shares vested*</i>	<i>Market value**</i>
M J R Porter										
	28,716	-	-	-	-	42,500	28,716	n/a	-	n/a
	29,037	-	29,037	-	-	45,589	29,037	28/07/02	28,747	n/a
	26,110	-	-	18,277	-	59,139	7,833	12/08/03	-	5,013
	22,345	-	-	-	-	54,075	22,345	13/06/04	-	14,301
	21,740	-	-	-	-	42,610	21,740	04/12/04	-	13,914
	-	30,500	-	-	-	43,615	30,500	08/07/05	-	19,520
R P Graham- Adriani	-	-	-	-	-	-	-	-	-	-

*The value of the shares that vested during the year is calculated at 99 pence (2002: 197 pence), the market value on the date on which the shares were first transferable to the directors.

**Market value of LTIP shares as yet unvested at 64 pence (2002: 192.5 pence), the closing mid-market price on 31 March 2003.

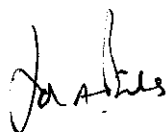
There are no other interests required to be disclosed under section 234 of the Companies Act 1985.

Auditors

Arthur Andersen resigned as auditors on 31 July 2002 and Ernst & Young LLP were appointed in their place.

A resolution to reappoint Ernst & Young LLP as auditors will be put to the members at the Annual General Meeting.

By order of the Board



J A Biles

Director

2 October 2003

Statement of directors' responsibilities in respect of the financial statements

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 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 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.

Independent auditors' report

to the members of Hamsard 2364 Limited

We have audited the company's financial statements for the year ended 31 March 2003 which comprise the Profit and Loss Account, Balance Sheet and the related notes 1 to 10. These financial statements have been prepared on the basis of 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

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards.

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 the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit 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.

Independent auditors' report

to the members of Hamsard 2364 Limited (continued)

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the company as at 31 March 2003 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

A handwritten signature in dark ink, appearing to read 'Ernst & Young LLP', is written above the printed name.

Ernst & Young LLP
Registered Auditor
London
2 October 2003

Profit and loss account

for the year ended 31 March 2003

	Notes	2003 US\$000	2002 US\$000
Interest receivable and similar income	3	84	56
Profit on ordinary activities before taxation		<u>84</u>	<u>56</u>
Tax on profit on ordinary activities	4	-	-
Retained profit for the financial year.	7	<u>84</u>	<u>56</u>

All results related to continuing operations.

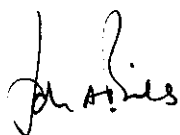
There were no recognised gains or losses other than the profit for the financial year.

Balance sheet

at 31 March 2003

	Notes	2003 US\$000	2002 US\$000
Current assets			
Debtors	5	50,005	21,742
Net assets		50,005	21,742
Capital and reserves			
Called up share capital	6	49,865	21,686
Profit and loss account	7	140	56
Shareholders' funds	8	50,005	21,742

Approved by the Board
and signed on its behalf by:



J A Biles
Director
2 October 2003

Notes to the financial statements

at 31 March 2003

1. Accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

Statement of cash flows

Under the provisions of FRS 1 "Cash flow statements (Revised 1996)", the company has not prepared a statement of cash flows because its ultimate parent undertaking, FKI plc, has prepared consolidated financial statements which include the financial statements of the company and which contain a statement of cash flows.

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid or recovered using the tax rates and laws that have been enacted by the balance sheet date.

Foreign currencies

The company's functional currency is the US dollar. Transactions denominated in other currencies are translated into dollars at the rate of exchange ruling on the date of the transaction. Balances denominated in other currencies are translated into dollars at the exchange rate ruling on the balance sheet date. The resulting exchange differences are included in the profit and loss account for the year.

2. Directors emoluments, staff costs and auditors' remuneration

The directors received no remuneration for their services to the company during the year. There were no staff employed other than directors. The audit fee in 2003 was borne by the parent undertaking.

3. Interest receivable and similar income

	2003 US\$000	2002 US\$000
From fellow subsidiary undertakings	84	56

4. Tax on profit on ordinary activities

The tax assessed for the year is lower than the standard rate of corporation tax in the UK as explained below:

	2003 US\$000	2002 US\$000
Profit on ordinary activities before taxation	84	56
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 30% (2002: 30%)	25	17
Effects of:		
Group relief from parent for nil consideration	(25)	(17)
Current tax charge for the year	-	-

Notes to the financial statements

at 31 March 2003

5. Debtors

	2003 US\$000	2002 US\$000
Amounts owed by ultimate parent undertaking	2	19,686
Amounts owed by fellow subsidiary undertakings	50,003	2,056
	<u>50,005</u>	<u>21,742</u>

6. Share capital

	2003 US\$000	2002 US\$000
<i>Authorised</i>		
Ordinary shares of US\$100 each	1,000,000	1,000,000
Deferred share of US\$1	-	-
	<u>1,000,000</u>	<u>1,000,000</u>

	2003 No.	2002 No.	2003 US\$000	2002 US\$000
<i>Allotted</i>				
Ordinary shares of US\$100 each	6,290,691	6,290,691	629,069	629,069
	<u>6,290,691</u>	<u>6,290,691</u>	<u>629,069</u>	<u>629,069</u>

	No.	No.	US\$000	US\$000
<i>Called up and partially paid</i>				
Ordinary shares of US\$100 each	6,290,691	6,290,691	49,865	21,686
	<u>6,290,691</u>	<u>6,290,691</u>	<u>49,865</u>	<u>21,686</u>

7. Reserves

	<i>Profit and loss account US\$000</i>
At 1 April 2002	56
Profit for the year	84
At 31 March 2003	<u>140</u>

Notes to the financial statements

at 31 March 2003

8. Reconciliation of movements in shareholders' funds

	2003 US\$000	2002 US\$000
Opening shareholders' funds	21,742	-
Share issues	28,179	21,686
Retained profit for the financial year	84	56
Closing shareholders' funds	50,005	21,742

9. Related party transactions

The company is exempt from the requirement of FRS 8 to include details of transactions with related parties who are fellow group undertakings.

10. Ultimate parent undertaking

In the directors' opinion, the company's ultimate parent undertaking and controlling party is FKI plc, a company incorporated in Great Britain and registered in England and Wales, as the company's ultimate parent undertaking.

FKI plc is the parent undertaking of the only group of which Hamsard 2364 Limited is a member and for which group financial statements are drawn up. Copies of the financial statements of FKI plc are available from the Company Secretary, FKI plc, 15-19 New Fetter Lane, London, EC4A 1LY.