

CHELSFIELD GS LIMITED

FINANCIAL STATEMENTS

31 DECEMBER 2003



CHELSEFIELD GS LIMITEDDIRECTORS' REPORT

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

Principal activity

The company's principal activity is that of a holding company.

Results and dividend

The company has not traded during the year or the previous period and, accordingly, a profit and loss account is not presented.

The directors do not recommend the payment of a dividend.

Directors and directors' interests

The directors who held office during the year were as follows:

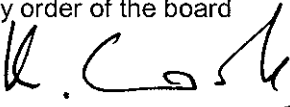
E Bernerd
RE Butler
WN Hugill
D Phillips

None of the directors had any interest in the share capital of the company during the year. Their interests in the share capital of Chelsfield Limited (formerly Chelsfield plc), the ultimate holding company at 31 December 2003, are disclosed in that company's financial statements.

Auditors

A resolution proposing the re-appointment of the auditors, KPMG Audit Plc, will be submitted to the Annual General Meeting.

By order of the board


KA Cook
Secretary

22 November 2004

67 Brook Street
London
W1K 4NJ

CHELSEFIELD GS LIMITEDDIRECTORS' RESPONSIBILITIES

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 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 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CHELSEFIELD GS LIMITED

We have audited the financial statements on pages 3 to 5.

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 auditor's 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 are responsible for preparing the directors' report and, as described above, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

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.

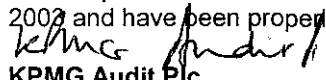
Basis of audit opinion

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 as at 31 December 2003 and have been properly prepared in accordance with the Companies Act 1985.


KPMG Audit Plc

Chartered Accountants
Registered Auditor

LONDON

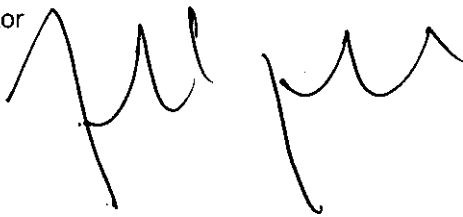
21 December 2004

CHELSEFIELD GS LIMITEDBALANCE SHEET
At 31 December 2003

	Notes	2003 £	2002 £
Fixed assets			
Investments	2	1,499,999	1,499,999
Current assets			
Debtors	3	1	1
Net assets		<u>1,500,000</u>	<u>1,500,000</u>
Called up share capital	4	<u>1,500,000</u>	<u>1,500,000</u>
Equity shareholders' funds		<u>1,500,000</u>	<u>1,500,000</u>

Approved by the board of directors on 22 November 2004 and signed on its behalf by:

WN Hugill, Director



CHELSEFIELD GS LIMITEDNOTES TO THE ACCOUNTS1 ACCOUNTING POLICIESBasis of accounting

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

Fixed asset investments

Fixed asset investments are stated at cost less any provision for a permanent diminution in value.

Taxation

The charge for taxation is based on the results for the period and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Provision is made for deferred tax on all timing differences that have originated but not reversed at the balance sheet date, where an event has occurred that results in an obligation to pay more or less tax in the future.

Cashflow statement

A consolidated cashflow is published in the group accounts of Chelsfield plc, the ultimate holding company. The company is exempt under Financial Reporting Standard No. 1 from publishing its own cashflow statement.

Related party transactions

As the company is a wholly owned subsidiary of Chelsfield Limited (formerly Chelsfield plc), the company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group (or investees of the group qualifying as related parties). The consolidated financial statements of Chelsfield Limited, within which this company is included, can be obtained from the address given in note 9.

2 FIXED ASSETS INVESTMENTS

	Subsidiary Undertakings	Joint venture	Total
Balance at 1 January 2003 and 31 December 2003	1,499,998	1	1,499,999
	<u> </u>	<u> </u>	<u> </u>

The investment in subsidiary undertakings represents all of the issued share capital of Cookwork Limited, Oneplace 2000, Softoften and Tradepanel, all of which are registered in England and Wales. Oneplace 2000, Softoften and Tradepanel are unlimited companies.

The investment in joint venture represents 260 'A' shares and 15,857 'D' shares in Chelsfield (Global Switch) Sarl, a company registered in Luxembourg.

3 DEBTORS

	2003 £
Amount due from joint venture	1
	<u> </u>

4 CALLED UP SHARE CAPITAL

	Authorised £	Allotted, called up and fully paid £
Ordinary shares of £1 each	5,000,000	1,500,000
	<u> </u>	<u> </u>

There were no changes during the year in either the authorised or allotted share capital.

CHELSEFIELD GS LIMITEDNOTES TO THE ACCOUNTS (continued)5 HOLDING COMPANIES

The immediate holding and controlling company is Chelsfield (UK) Limited. At 31 December 2003, the ultimate holding and controlling company was Chelsfield plc. Both companies are registered in England and Wales and a copy of the accounts of that holding company, which is both the largest and smallest group in which these results of the company are consolidated, are available from 67 Brook Street, London, W1K 4NJ.

Subsequent to the balance sheet date, on 28 April 2004, an offer for Chelsfield plc by Duelguide plc was declared unconditional in all respects and Chelsfield plc has since become a subsidiary of Duelguide plc and has been re-registered as a private company with the name of Chelsfield Limited.