

Company Registration No. 4592358

CLIMATE EQUIPMENT HOLDINGS LTD

Report and Financial Statements

31st December 2003



CLIMATE EQUIPMENT HOLDINGS LTD

REPORT OF THE DIRECTORS

The Company was incorporated on 18th November 2002 as a subsidiary of Climate Equipment Limited. Climate Equipment Ltd. changed its name on 29.12.03 to Axair Climate Ltd.

The directors present their report and the financial statements of the Company for the period ended 31st December 2003.

PROFIT AND LOSS ACCOUNT

No profit and loss account is presented with this report as the Company has not traded since incorporation.

DIRECTORS AND THEIR INTERESTS

The directors who served during the year are set out below:-

- DMA Birtles (Appointed 24/10/02)
- D Collin (Appointed 24/10/02)

In accordance with the Articles of Association directors are not required to retire by rotation.

Both directors at the year end are also directors of Axair Climate Ltd. There are no director's interests requiring disclosure under The Companies Act 1985.

Approved by the Board of Directors and
signed on behalf of the Board by



D COLLIN
Secretary

4th March 2004

Climate House
Highlands Road
Shirley
Solihull
West Midlands
B90 4NL

STATEMENT OF DIRECTORS' 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 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;
- 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.

CLIMATE EQUIPMENT HOLDINGS LTD**BALANCE SHEET AS AT 31ST DECEMBER 2003**

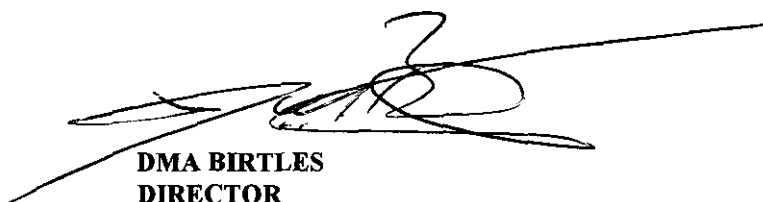
	NOTE	2003 £
CURRENT ASSETS		
Debtors	2	1
NET ASSETS		<u>1</u>
CAPITAL AND DEFICIENCY		
Called up share capital	3	1
EQUITY SHAREHOLDERS' FUNDS		<u>1</u>

These annual accounts have not been audited because the company is entitled to the exemption provided by s249AA(1) Companies Act 1985 and no notice under s249B(2) has been deposited at the company's registered office requiring the company to obtain an audit of the accounts.


The directors acknowledge their responsibilities for ensuring that the company keeps accounting records that comply with s221 Companies Act 1985. The directors also acknowledge their responsibilities for preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year and of its profit and loss for the financial year in accordance with s226 Companies Act 1985, and which otherwise comply with the requirements of that Act relating to accounts so far as applicable to the company.

These financial statements were approved by the Board of Directors on 4th March 2004.

Signed on behalf of the Board of Directors.



DMA BIRTLES
DIRECTOR



D COLLIN
DIRECTOR

4th March 2004

1. ACCOUNTING POLICIES

The financial statements have been prepared in accordance with applicable accounting standards. The particular accounting policies adopted are described below.

CONVENTION

These financial statements have been prepared in accordance with the historical cost convention.

The company has not traded during the year and consequently no profit and loss account is presented with this report.

2. DEBTORS

	2003
	£
Amounts owed by Group undertakings	<u>1</u>
	<u> </u>

3. CALLED UP SHARE CAPITAL

	2003
	£
Authorised, allotted and fully paid 1 ordinary share of £1 each	<u>1</u>

4. CONTINGENT LIABILITIES

There were no contingent liabilities at the end of the year.

5. ULTIMATE PARENT UNDERTAKING

The company's immediate parent undertaking is Axair Climate Ltd. WMH (UK) Ltd. is the parent undertaking of the largest group of which Climate Equipment Holdings Ltd. is a member and for which group accounts are drawn up. It has included the company in its group financial statements, copies of which are available from 30 Letchmore Road, Radlett, Hertfordshire WD7 8HT

In the directors' opinion, the company's ultimate parent undertaking and controlling party is WMH Walter Meier Holding AG which is incorporated in Switzerland. Copies of its group financial statements, which include the company, are available from WMH Walter Meier Holding AG, Laubisrutistrasse 24, 8712 Stafa, Switzerland.