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**BOOKER TATE (OVERSEAS) LIMITED**

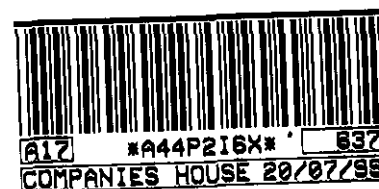
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**Report  
and  
Financial Statements**

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**1997/98**

BOOKER / TATE



**Registered No: 2573525**

**BOOKER TATE (OVERSEAS) LIMITED**

**REPORT AND FINANCIAL STATEMENTS**

**for the 52 weeks ended 26 September 1998**

**PricewaterhouseCoopers  
1 Embankment Place  
London  
WC2N 6NN**

# **BOOKER TATE (OVERSEAS) LIMITED**

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**BOOKER TATE (OVERSEAS) LIMITED****OFFICERS AND PROFESSIONAL ADVISERS**

**DIRECTORS:** B Newton

**SECRETARY:** G J Clayton

**REGISTERED OFFICE:** Masters Court  
Church Road  
Thame  
Oxon  
OX9 3FA

**REGISTERED AUDITORS:** PricewaterhouseCoopers  
Chartered Accountants,  
London

**BANKERS:** The Royal Bank of Scotland plc

**SOLICITORS:** Linklaters & Paines  
Simmons & Simmons

**COMPANY NUMBER:** 2573525

**BOOKER TATE (OVERSEAS) LIMITED****DIRECTORS' REPORT**

The Directors of Booker Tate (Overseas) Limited present their report together with the financial statements of the company for the year ended 26 September 1998.

**1. PRINCIPAL ACTIVITIES**

The company's principal activities during the year was the holding of investments in support of the parent company's provision of sugar estate planning, development and ongoing management services and engineering project management in relation to new sugar or sugar related projects and to the rehabilitation and/or expansion of existing facilities.

**2. REVIEW OF THE BUSINESS**

The group traded satisfactorily during the year but profitability was affected by an exceptional charge (see note 5 to the financial statements). The Directors expect a similar (pre-exceptional charge) level of trading activity to continue for the foreseeable future.

**3. DIRECTORS**

The names of those who served as Directors during the year are as follows:

- B Newton

Mr Newton is not required to retire by rotation.

Mr Newton did not hold any shares or any interests in shares of the company at any time during the year.

## **BOOKER TATE (OVERSEAS) LIMITED**

### **DIRECTORS' REPORT**

#### **4. 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 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;
- prepare the financial statements on a 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.

#### **5. PROFIT AND LOSS ACCOUNT AND DIVIDENDS**

The profit and loss account appears on page 6. The loss attributable to shareholders amounts to £1,392,000 (1997: a profit of £278,000). The Directors do not recommend the payment of a dividend for the year ended 26 September 1998 (1997: £250,000).

#### **6. FIXED ASSETS**

Movements on fixed assets are set out in note 10 of the financial statements.

#### **7. YEAR 2000**

The Year 2000 issue, which stems from computer programmes written using two digits rather than four to define the applicable year, could result in processing faults on the change of century, producing a wide range of consequences. A statement relating to a Year 2000 group initiative is included in the report and financial statements of the ultimate parent company.

**BOOKER TATE (OVERSEAS) LIMITED****DIRECTORS' REPORT****8. ANNUAL GENERAL MEETING**

The Annual General Meeting of the company will be held at the company's registered office on 19 November 1998.

**9. CLOSE COMPANY PROVISIONS**

The close company provisions of the Income and Corporation Taxes Act 1988 do not apply to the company and there has been no change in this status since the end of the financial year.

**10. AUDITORS**

Following the merger of Price Waterhouse and Coopers & Lybrand on 1 July 1998, Coopers & Lybrand resigned as auditors in favour of the new firm, PricewaterhouseCoopers and the Directors have appointed PricewaterhouseCoopers to fill the casual vacancy created by the resignation. A resolution to appoint PricewaterhouseCoopers as auditors to the company will be proposed at the forthcoming Annual General Meeting.

By order of the Board.



GARY CLAYTON  
Secretary

Masters Court  
Church Road  
Thame  
Oxon OX9 3FA

19 November 1998

**BOOKER TATE (OVERSEAS) LIMITED****AUDITORS' REPORT TO THE MEMBERS OF  
BOOKER TATE (OVERSEAS) LIMITED**

We have audited the financial statements on pages 6 to 14, which have been prepared under the historical cost convention and the accounting policies set out on page 8 to 9.

**RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS**

As described on page 3 the company's Directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

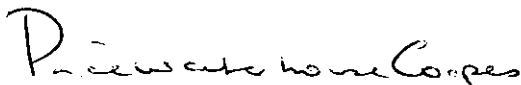
**BASIS OF OPINION**

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 26 September 1998 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers  
Chartered Accountants and Registered Auditors  
London

19 November 1998



# BOOKER TATE (OVERSEAS) LIMITED

## PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 26 SEPTEMBER 1998

	<u>NOTE</u>	<u>1998 £'000</u>	<u>1997 £'000</u>
Income from Fixed Asset investments	2,3	549	503
Profit on sale of investment	12	31	0
Exceptional item	5	<u>(1,802)</u>	<u>0</u>
(Loss)/profit on ordinary and continuing activities before taxation	2,3,4	(1,222)	503
Taxation	8	<u>(170)</u>	<u>(225)</u>
(Loss)/profit on ordinary activities after taxation		(1,392)	278
Proposed Dividend	9	0	(250)
Retained (loss)/profit for the year	15	<u><u>(1,392)</u></u>	<u><u>28</u></u>

The company had no recognised gains and losses other than those included in the profit and loss account above, and therefore no separate statement of total recognised gains and losses has been presented.

There is no difference between the (loss)/profit on ordinary activities before taxation and the retained (loss)/profit for the year stated above, and their historical cost equivalents.

# BOOKER TATE (OVERSEAS) LIMITED

## BALANCE SHEET AS AT 26 SEPTEMBER 1998

	<u>NOTE</u>	<u>1998</u> <u>£'000</u>	<u>1997</u> <u>£'000</u>
FIXED ASSETS			
Investments	10	<u>4,276</u>	<u>6,779</u>
CURRENT ASSETS			
Debtors - due within one year	11	412	341
Investments	12	0	163
Cash at bank and in hand		<u>283</u>	<u>0</u>
		695	504
CREDITORS DUE WITHIN ONE YEAR	13	<u>(5,761)</u>	<u>(6,681)</u>
NET CURRENT LIABILITIES		(5,066)	(6,177)
<b>TOTAL NET ASSETS</b>		<u><u>(790)</u></u>	<u><u>602</u></u>
CAPITAL AND RESERVES			
Called up share capital	14	250	250
Profit and loss account	15	<u>(1,040)</u>	<u>352</u>
<b>EQUITY SHAREHOLDERS' FUNDS</b>	16	<u><u>(790)</u></u>	<u><u>602</u></u>

The financial statements on pages 6 to 14 were approved by the Board of Directors on 19 November 1998 and were signed on its behalf by

  
B NEWTON  
Director

**BOOKER TATE (OVERSEAS) LIMITED****NOTES TO THE FINANCIAL STATEMENTS****1. ACCOUNTING POLICIES**

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom. A summary of the more important accounting policies, which have been consistently applied, is set out below.

**a) Basis of accounting**

The financial statements are prepared in accordance with the historical cost convention.

**b) Income from fixed asset investments**

Income, which is analysed in notes 2 and 3, represents dividends received or receivable by the company gross of withholding taxes.

**c) Foreign currencies**

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling on the balance sheet date (closing rates), except where these are covered by an open foreign exchange contract, in which case the rate of exchange specified in the contract is used. Transactions in foreign currencies are recorded at the rates ruling on the dates of these transactions. All profits and losses on exchange are credited or charged to operating profit.

**d) Investments**

All investments are stated at cost less provisions for permanent diminution in value as determined by the Directors. The principal investments are shown in note 10.

**e) Pensions**

The company has no employees and therefore operates no pension schemes, and offers no post retirement benefits.

**f) Deferred taxation**

Provision is made for deferred taxation at the anticipated tax rate on differences arising from the inclusion of income and expenditure in taxation computations in years different from those in which they are included in the financial statements, to the extent to which it is expected that an actual liability to corporation tax will crystallise in the foreseeable future.

**BOOKER TATE (OVERSEAS) LIMITED****NOTES TO THE FINANCIAL STATEMENTS****1. ACCOUNTING POLICIES (continued)****g) Cash flow and related party disclosures**

The company is a wholly owned subsidiary of Booker Tate Services Limited which is a wholly subsidiary of Booker Tate Limited and is included in the consolidated financial statements of Booker Tate Limited, which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard 1 (Revised 1996).

The company is also exempt under the terms of Financial Reporting Standard 8 from disclosing related party transactions (but not balances) with entities that are part of the Booker Tate group or investees of the Booker Tate group.

**2. SEGMENTAL REPORTING**

The company's income, operating (loss)/profit, (loss)/profit before tax and net assets all relate to the single activity of the company.

# BOOKER TATE (OVERSEAS) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

### 3. ALLOCATION BY GEOGRAPHICAL MARKET

	Income £'000	Operating (Loss)/Profit £'000	(Loss)/Profit before Tax £'000	Net Liabilities £'000
<b>1998</b>				
The Americas	100	100	100	470
The Americas - Exceptional item (note 5)	0	0	(1,802)	0
Africa	369	369	369	2,826
Asia/Pacific	80	111	111	1,008
	<u>549</u>	<u>580</u>	<u>(1,222)</u>	<u>4,304</u>
Less: common liabilities (net)				(5,094)
				<u>(790)</u>

	Income £'000	Operating Profit £'000	Profit before Tax £'000	Net Assets £'000
<b>1997</b>				
The Americas	107	107	107	2,932
Africa	396	396	396	2,887
Asia/Pacific	0	0	0	1,171
Europe	0	0	0	(200)
	<u>503</u>	<u>503</u>	<u>503</u>	<u>6,790</u>
Less: common liabilities (net)				(6,188)
				<u>602</u>

# BOOKER TATE (OVERSEAS) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

### 4. OPERATING PROFIT

In 1997 and 1998 auditors' remuneration relating to the company is charged to and borne by Booker Tate Services Limited.

### 5. EXCEPTIONAL ITEM

Following the deterioration in the performance of one of the company's investments, agreement was reached with the directors and other shareholders of that company as part of a refinancing arrangement, that Booker Tate would sell its investment for a nominal consideration. This has resulted in a write down of the investment in the company of £1.8 million. The write down has been treated as exceptional in the profit and loss account.

### 6. EMPLOYEE INFORMATION

The company had no employees in either 1998 or 1997.

### 7. DIRECTORS' EMOLUMENTS

No Director received any emoluments or benefits from the company in either 1998 or 1997.

### 8. TAXATION

	1998 £'000	1997 £'000
UK corporation tax @ 31% (1997: 32%)	170	181
Double taxation relief	(70)	(58)
Overseas taxation	70	58
Prior year adjustments - corporation tax	0	46
- overseas tax	0	(2)
	<u>170</u>	<u>225</u>

### 9. DIVIDEND

Final dividend on ordinary shares	<u>0</u>	<u>250</u>
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# BOOKER TATE (OVERSEAS) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

### 10. INVESTMENTS HELD AS FIXED ASSETS

	1998 £'000	1997 £'000
Gross Book Value	6,628	6,628
Less: provision for permanent diminution in value	(2,352)	(544)
Transfers at net book value	4,276	6,084
Shareholders Advance	0	695
	<u>4,276</u>	<u>6,779</u>
<b>Movements in book value</b>		
Opening balance	6,779	7,543
Shareholders Advance repaid	(695)	0
Provision for permanent diminution in value (see note 5)	(1,808)	0
Disposal	0	(764)
	<u>4,276</u>	<u>6,779</u>

The principal investments are:

	<b>Country of Incorporation</b>	<b>% of Share Capital</b>
Belize Sugar Industries Limited	Belize	10.00
Mumias Sugar Company Limited	Kenya	4.42
Ramu Sugar Limited	Papua New Guinea	7.29
Royal Swaziland Sugar Corporation	Swaziland	7.26

The market value of investments listed in exchanges overseas is £2,118,000 (book value £1,768,000).

# BOOKER TATE (OVERSEAS) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

### 11. DEBTORS

	1998 <u>£'000</u>	1997 <u>£'000</u>
Due within one year		
Amounts owed by group undertakings	250	250
Prepayments and accrued income	40	91
Tax repayable	122	0
	<u>412</u>	<u>341</u>

### 12. CURRENT ASSET INVESTMENTS

Current asset investments for the previous year relate to an amount receivable from a shareholding in Pelwatte Sugar Industries Ltd. During the year, the company received the remaining 25% of the total proceeds of the sale of the investment.

### 13. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	1998 <u>£'000</u>	1997 <u>£'000</u>
Bank overdrafts	0	7
Amounts owed to group undertakings	5,273	5,988
Other creditors	203	243
Dividend payable	0	250
Tax payable	280	182
Overseas tax payable	5	11
	<u>5,761</u>	<u>6,681</u>

The bank accounts are covered by a group right of set off and, as such, a net figure has been disclosed for cash at bank and in hand.



# BOOKER TATE (OVERSEAS) LIMITED

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# BOOKER TATE (OVERSEAS) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

### 14. SHARE CAPITAL

	1998 £'000	1997 £'000
<b>Authorised:</b>		
250,000 ordinary shares of £1 each	<u>250</u>	<u>250</u>
<b>Allotted and fully paid:</b>		
250,000 ordinary shares	<u>250,000</u>	<u>250,000</u>

### 15. PROFIT AND LOSS ACCOUNT

	1998 £'000	1997 £'000
Balance at 27 September 1997	352	324
Retained (loss)/profit for the year	(1,392)	28
<b>Balance at 26 September 1998</b>	<u>(1,040)</u>	<u>352</u>

### 16. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	1998 £'000	1997 £'000
(Loss)/profit for the Financial Year	(1,392)	278
Proposed Dividend	0	(250)
Opening Shareholders' Funds	<u>602</u>	<u>574</u>
<b>Closing Shareholders' Funds</b>	<u>(790)</u>	<u>602</u>

### 17. ULTIMATE PARENT COMPANY

The ultimate parent company is Booker Tate Limited, a company incorporated in England and Wales.