

THE UNION-CASTLE MAIL STEAMSHIP COMPANY LIMITED
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
31 DECEMBER 1994

Registered No. 15671



THE UNION-CASTLE MAIL STEAMSHIP COMPANY LIMITED

DIRECTORS' REPORT

Directors: M J Taylor
J B Hay (appointed 13 January 1994)
Secretary: M J Taylor

Registered Office: One St Paul's Churchyard, London, EC4M 8AJ

The directors present their report and the financial statements for the year ended 31 December 1994.

PRINCIPAL ACTIVITIES

The company continued to act as an investment holding company within The Bricom Group Limited group of companies.

RESULTS

The results for the year ended 31 December 1994 are set out in the attached financial statements. The directors do not recommend the payment of a dividend.

DIRECTORS

The current directors who served during the year are listed above. In addition Mr R D Thurston served as a director until his resignation on 13 January 1994.

DIRECTORS' INTERESTS

According to the register maintained for the purposes of sections 324 to 328 Companies Act 1985 none of the directors had any interests requiring disclosure.

AUDITORS

On 6 February 1995 the auditors changed the name under which they practise to KPMG and, accordingly, have signed their report in their new name. As the company has resolved to dispense with the obligation to appoint auditors annually, KPMG will continue in office.

By order of the board



M J TAYLOR
Secretary

31 March 1995

THE UNION-CASTLE MAIL STEAMSHIP COMPANY LIMITED

**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 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 have a 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.

THE UNION-CASTLE MAIL STEAMSHIP COMPANY LIMITED

**AUDITORS' REPORT TO THE MEMBERS OF THE UNION-CASTLE MAIL
STEAMSHIP COMPANY LIMITED**

We have audited the financial statements on pages 4 to 9.

Respective responsibilities of directors and auditors

As described on page 2, the company's directors are responsible for the preparation of the financial statements. It is our responsibility to form an independent opinion, based on our audit, on those financial 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 as at 31 December 1994 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG
KPMG
Chartered Accountants
Registered Auditors

10 April 1995

London

THE UNION-CASTLE MAIL STEAMSHIP COMPANY LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 1994

	Notes	1994 £	1993 £
TURNOVER	2	29,186	13,262
Other operating charges		(9,252)	(7,486)
OPERATING PROFIT	4	<u>19,934</u>	<u>5,776</u>
Loss on sale of discontinued operations		-	(1,624)
Loss on sale of investment	5	(159,456)	-
Income from shares in group undertakings		-	97,847
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		<u>(139,522)</u>	<u>101,999</u>
Tax on (loss)/profit on ordinary activities	6	8,876	(1,906)
(LOSS)/PROFIT FOR FINANCIAL YEAR		<u>(130,646)</u>	<u>100,093</u>

The company's results are all from continuing operations. There were no newly acquired or discontinued operations during the year.

Details of movements in reserves are set out in note 12.

A statement of recognised gains and losses is not shown separately as the company has no recognised gains and losses other than those passing through the profit and loss account.

RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS FOR THE YEAR ENDED 31 DECEMBER 1994

	1994 £	1993 £
(Loss)/profit for the Financial Year	(130,646)	100,093
Opening Shareholders' Funds	10,597,143	10,497,050
Closing Shareholders' Funds	<u>10,466,497</u>	<u>10,597,143</u>

THE UNION-CASTLE MAIL STEAMSHIP COMPANY LIMITED

BALANCE SHEET AT 31 DECEMBER 1994

	Notes	1994 £	1993 £
FIXED ASSETS			
Tangible assets	7	-	-
Investments	8	100	100
		<u>100</u>	<u>100</u>
CURRENT ASSETS			
Debtors	9	10,485,086	10,610,437
CREDITORS			
Amounts falling due within one year	10	(18,689)	(13,394)
NET CURRENT ASSETS		10,466,397	10,597,043
TOTAL ASSETS LESS LIABILITIES		<u>10,466,497</u>	<u>10,597,143</u>
FINANCED BY:			
CAPITAL AND RESERVES			
Called up share capital	11	10,000,000	10,000,000
Profit and loss account	12	466,497	597,143
SHAREHOLDERS FUNDS		<u>10,466,497</u>	<u>10,597,143</u>

Approved by the board on *31 March* 1995

M J Taylor

M J TAYLOR
Director

THE UNION-CASTLE MAIL STEAMSHIP COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS AT 31 DECEMBER 1994

1. ACCOUNTING POLICIES

Basis of Preparation

The company prepares its financial statements on the historical cost basis of accounting and in accordance with applicable accounting standards.

The company is exempt from the requirement of Financial reporting Standard Number 1 to prepare a cash flow statement as it is a wholly owned subsidiary of Securum U.K. Holdings Limited and its cash flows are included within the consolidated cash flow statement of that company.

GROUP ACCOUNTS

Group accounts are not prepared, as the company is exempt by virtue of s228 of the Companies Act 1985. These financial statements present information about the company as an individual company and not about its group.

INCOME FROM INVESTMENTS

Income from investments is included on a received basis.

DEPRECIATION OF TANGIBLE FIXED ASSETS

The freehold property has been fully depreciated.

OVERSEAS CURRENCIES

Accounts of overseas branches are translated into sterling at the rates of exchange ruling at the balance sheet date.

2. TURNOVER

Turnover for the year represents rental income, which is entirely attributable to Southern Africa.

3. DIRECTORS AND EMPLOYEES

The company had no employees during 1993 or 1994.

The directors of the company received no emoluments from either the company or its subsidiary during 1993 or 1994.

THE UNION-CASTLE MAIL STEAMSHIP COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS AT 31 DECEMBER 1994 (continued)

	1994 £	1993 £
4. OPERATING PROFIT		
Operating profit is stated after crediting net rental income	<u>24,890</u>	<u>5,089</u>
5. LOSS ON SALE OF INVESTMENT		
In August the company acquired shares in Servisair Limited from a fellow subsidiary. As part of subsequent arrangements for the flotation of Servisair as a public company in October, the company sold its holding at that time, resulting in a loss of £159,456.		
6. TAX ON (LOSS)/PROFIT ON ORDINARY ACTIVITIES	1994 £	1993 £
In respect of the profit for the year UK corporation tax at 33%	8,214	1,906
Less: double taxation relief	(8,214)	-
	<u>-</u>	<u>1,906</u>
Overseas tax	<u>2,829</u> 2,829	<u>-</u> 1,906
Adjustment in respect of prior years (11,705)	(11,705)	-
	<u>(8,876)</u>	<u>1,906</u>
7. TANGIBLE FIXED ASSETS		
	Freehold land and <u>buildings</u> £	
Cost or valuation		
At 1 January and 31 December 1994	131,967	
Depreciation		
At 1 January and 31 December 1994	131,967	
Net book value		
At 1 January and 31 December 1994		NIL

THE UNION-CASTLE MAIL STEAMSHIP COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS AT 31 DECEMBER 1994 (continued)

8. INVESTMENTS - unlisted

	Subsidiary £	Other investment £	Total £
Cost	100	4,000	4,100
Disposal	-	(4,000)	(4,000)
At 31 December 1994	<u>100</u>	<u>-</u>	<u>100</u>
Provisions			
At 1 January 1994	-	4,000	4,000
Disposal	-	(4,000)	(4,000)
At 31 December 1994	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>
Net book value at 31 December 1994	100	NIL	100
at 31 December 1993	<u>100</u>	<u>NIL</u>	<u>100</u>

The company owns the entire issued share capital of Bricom Hotels Limited which is incorporated in England and which is in liquidation.

9. DEBTORS

	1994 £	1993 £
Amounts falling due within one year:		
Amount owed by parent undertaking	10,456,317	6,565,637
Amount owed by fellow subsidiary undertakings	28,769	4,044,800
	<u>10,485,086</u>	<u>10,610,437</u>

THE UNION-CASTLE MAIL STEAMSHIP COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS AT 31 DECEMBER 1994 (continued)

10. CREDITORS	1994 £	1993 £
Amounts falling due within one year:		
Other creditors	18,689	1,689
Taxation	-	11,705
	<u>18,689</u>	<u>13,394</u>

11. CALLED UP SHARE CAPITAL

Authorised, allotted, issued and fully paid 10,000,000 ordinary stock units of £1 each	10,000,000	10,000,000
	<u>10,000,000</u>	<u>10,000,000</u>

12. PROFIT AND LOSS ACCOUNT	£
At 1 January 1994	597,143
Loss for the year	(130,646)
At 31 December 1994	<u>466,497</u>

13. PARENT UNDERTAKING

The parent undertaking of the largest group of undertakings for which group accounts are drawn up and of which the company is a member is Securum UK Holdings Limited, registered in England and Wales, and the parent undertaking of the smallest such group is Securum Industrial Holdings Limited, registered in England and Wales. At 31 December 1994 Securum AB, registered in Sweden, was the company's ultimate parent company.

The consolidated financial statements of Securum Industrial Holdings Limited are not available to the public. The consolidated financial statements of the other companies which are available may be obtained from:

Securum UK Holdings Limited
One St Paul's Churchyard
London
EC4M 8AJ