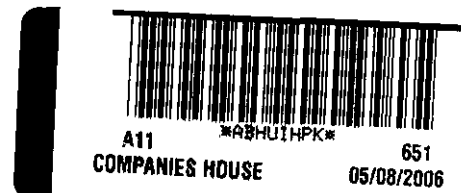


GI SERVICES LIMITED
(REGISTERED NO. 1389339)
**DIRECTORS' REPORT
AND
FINANCIAL STATEMENTS**

31 DECEMBER 2005



GI SERVICES LIMITED

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2005

Directors: Miss P A Cheatle
Miss E L Platts

Secretary: Miss E L Platts

Registered Office: 20 Manchester Square, London, W1U 3AN

The Directors submit their Report, together with the Accounts of the Company for the year ended 31 December 2005.

The Company does not trade and, at present, has no plans to do so.

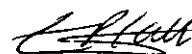
The Directors who held office during the year are shown above.

The interests of the Directors in office at the end of the year in the shares, stock and debentures of the Companies in the Imperial Chemical Industries PLC ("ICI") Group were as follows. Options to subscribe for Ordinary Shares granted to, exercised by Directors or lapsed during the year are included in the table below.

Director	<u>ICI Ordinary Share interests at 1 January 2005 or at date of appointment</u>	<u>ICI Ordinary Share interests at 31 December 2005</u>	<u>ICI Ordinary Shares under option as at 1 January 2005 or at date of appointment</u>	<u>Options Granted</u>	<u>Options Lapsed</u>	<u>ICI Ordinary shares under option at 31 December 2005</u>
P A Cheatle	1,727	1,727	4,750	-	-	4,750

The Company, being a dormant company within the meaning of Section 249 AA (1) of the Companies Act 1985, and having by Special Resolution passed on 15 June 1995 excluded the provisions of Section 384 of the Companies Act 1985 from applying to the Company, will not appoint auditors.

BY ORDER OF THE BOARD



Miss E L Platts
Secretary
25 July 2006

GI SERVICES LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2005

	Note	2005 £	2004 £
CURRENT ASSETS			
Debtors – due within one year			
Amount due from parent company		<u>100</u>	<u>100</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>100</u>	<u>100</u>
FINANCED BY			
CAPITAL AND RESERVES			
Called-up share capital	3	<u>100</u>	<u>100</u>
		<u>100</u>	<u>100</u>

For the year ended 31 December 2005 the Company was entitled to exemption under Section 249AA(1) of the Companies Act 1985.

No members have required the company to obtain an audit of its accounts for the year in question in accordance with Section 249B(2) of the Companies Act 1985.

The directors acknowledge their responsibility for:

- (i) ensuring the Company keeps accounting records which comply with section 221: and
- (ii) preparing accounts which give a true and fair view of the state of affairs of the Company as at the end of its financial year, and of its profit or loss for the financial year, in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the Company.

Approved by the Board on 25 July 2006



Miss E L Platts
Director

The attached notes form part of these financial statements.

GI SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS 31 DECEMBER 2005

1. Format of Financial Statements

These financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 1985, as amended by the Companies Act 1989, and in accordance with applicable accounting standards.

2. Profit and Loss

During 2000 the Company transferred the legal ownership of its 900 Class A Ordinary Shares in Tioxide Group for book value. It has made neither profit nor loss during the year and no profit and loss account is therefore attached. None of the Directors received any emoluments in respect of their services to the Company in 2005 (2004: £nil). No staff are employed by the Company.

3. Called up share capital

	2005 £	2004 £
Authorised, allotted, called up and fully paid 100 ordinary shares of £1 each	100	100
	<u> </u>	<u> </u>

4. Ultimate and controlling parent company

The Company's ultimate and controlling parent company is Imperial Chemical Industries PLC, which is incorporated in Great Britain and registered in England and Wales. The consolidated accounts of this Group are available to the public and may be obtained from 20 Manchester Square, London, W1U 3AN.