

# **QUESTSUN LIMITED**

Company Number 2256197

**FINANCIAL STATEMENTS**  
for the year ended  
30 JUNE 2003



**QUESTSUN LIMITED**  
**Report of the directors**  
**for the year ended 30 June 2003**

The directors present their report and audited financial statements for the year ended 30 June 2003

**1. Principal activities and review of business**

The principal activity of the company is a property development relating to premises at Lincoln Road, High Wycombe, Buckinghamshire.

**2. Results and Dividends**

The directors do not recommend payment of a dividend for the year ended 30 June 2003 (2002: Nil). Leaving a retained profit of £Nil (2002: £4,556,028).

**3. Directors**

The members of the board who served throughout the year were:

F E Nelson  
 R Barraclough (Company Secretary)

Other than those listed below, the directors do not hold any shares in any body corporate in the Galliford Try plc group.

**4. Director's interests**

The directors had no interest in the shares of the company at any time during the period. The interests of F E Nelson in the shares of the ultimate parent company, Galliford Try plc are disclosed in its directors' report.

The interests of R Barraclough in the share capital of Galliford Try plc at the start and at the end of the year, including options, were as follows:-

	<b>Ordinary shares</b>			
	<b>1 July 2002</b>		<b>30 June 2003</b>	
	<b>Shares</b>	<b>Options</b>	<b>Shares</b>	<b>Options</b>
R Barraclough	154,940	656,213	269,940	505,393

R Barraclough's holdings of awards under the Galliford Try plc restricted share scheme at the start and at the end of the year, were as follows:-

	<b>1 July 2002</b>	<b>30 June 2003</b>
R Barraclough	542,441	838,841

**QUESTSUN LIMITED****Report of the directors****for the year ended 30 June 2003 (continued)****5. Statement of directors' responsibilities**

Company law requires the directors to prepare financial statements for each financial period that 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 year. In preparing those financial statements, the directors are required to:

- Select suitable accounting policies and then apply them consistently.
- Make judgments 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 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 that disclose with reasonable accuracy at any time the financial position of the company and 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.

**6. Auditors**

Following the conversion of our auditors PricewaterhouseCoopers to a Limited Liability Partnership (LLP) from 1 January 2003, PricewaterhouseCoopers resigned on 12 February 2003 and the directors appointed its successor, PricewaterhouseCoopers LLP, as auditors. An elective resolution was passed in 1998 dispensing with the annual appointment of auditors, and remains in force.

**BY ORDER OF THE BOARD****R BARRACLOUGH**

Secretary

11 September 2003

## **QUESTSUN LIMITED**

### **Independent auditors' report to the members of Questsun Limited**

We have audited the financial statements which comprise the profit and loss account, the balance sheet and the related notes.

### **Respective responsibilities of directors and auditors**

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards issued by the Auditing Practices Board. This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 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 at 30 June 2003 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

*PricewaterhouseCoopers LLP*

PricewaterhouseCoopers LLP  
Chartered Accountants and Registered Auditors  
West London  
11 September 2003

**QUESTSUN LIMITED**  
**Profit and loss account**  
**as at 30 June 2003**

	Notes	Year ended 30 June 2003 £	Year ended 30 June 2002 £
Turnover - Rental income	1	57,878	65,680
Gross profit		57,878	65,680
Other operating income		-	4,556,028
Operating profit	2	57,878	4,621,708
Interest payable	3	(57,878)	(65,680)
Profit on ordinary activities before taxation		-	4,556,028
Tax on profit on ordinary activities	4	-	-
Retained profit for the year		-	4,556,028
Retained profit/(loss) brought forward		118,319	(4,437,709)
Retained profit carried forward		118,319	118,319

All of the company's activities are continuing operations.

There were no recognised gains and losses other than those shown in the profit and loss account above, therefore no separate statement of total recognised gains and losses has been presented.

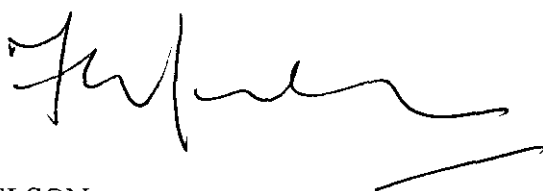
There is no difference between the result shown in the profit and loss account and the result on an unmodified historical costs basis.

The notes on pages 7 to 9 form part of these financial statements.

**QUESTSUN LIMITED**  
**Balance sheet**  
**as at 30 June 2003**

	Notes	30 June 2003 £	30 June 2002 £
Fixed Assets			
Investments	6	<u>2</u>	<u>2</u>
Current Assets			
Developments		1,250,000	1,250,000
Debtors	7	<u>19,085</u>	<u>85,751</u>
		1,269,085	1,335,751
Creditors: amounts falling due within one year	8	<u>(1,150,668)</u>	<u>(1,217,334)</u>
Net current assets		<u>118,417</u>	<u>118,417</u>
		<u>118,419</u>	<u>118,419</u>
Capital and Reserves			
Called up share capital	9	100	100
Profit and loss account		<u>118,319</u>	<u>118,319</u>
Total Equity	10	118,419	118,419
Shareholders' Funds		<u>118,419</u>	<u>118,419</u>

The financial statements on pages 4 to 9 were approved by the Board on 11 September 2003 and signed on their behalf by:



F E NELSON  
 Director  
 11 September 2003

The notes on pages 7 to 9 form part of these financial statements.

**QUESTSUN LIMITED**  
**Notes to the financial statements**  
**as at 30 June 2003**

**1. Accounting policies**

**Basis of accounting**

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain land and buildings, and in accordance with applicable Accounting Standards in the United Kingdom.

**Turnover**

Turnover comprises the rental and other income arising from the company's activities.

**Investments**

Investments are stated at cost less provision for impairment.

**Developments**

Property developments unsold at the period end are included in the balance sheet under the heading "developments" and are valued at the lower of cost and net realizable value.

**Cash Flow Statement**

The financial statements do not include a cash flow statement because the company, as a wholly-owned subsidiary whose parent produces publicly available consolidated accounts, is exempt from the requirement to prepare such a statement under Financial Reporting Standard No 1 (Revised 1996) 'Cash Flow Statement'.

**Deferred tax**

Deferred tax is accounted for on an undiscounted basis at expected tax rates on all differences arising from the inclusion of items of income or expenditure in tax computations in periods different from those in which they are included in the financial statements. A deferred tax asset is only recognised when it is more likely than not that the asset will be recoverable in the foreseeable future out of suitable profits from which the underlying timing difference can be deducted.

**Consolidation**

The company has not prepared consolidated financial statements as it is exempt from doing so. The exemption comes from being a wholly-owned subsidiary of an immediate parent company that is established in the EEC and that the company is included in consolidated accounts for a larger group by a parent undertaking who is also established in the EEC.

**QUESTSUN LIMITED****Notes to the financial statements  
as at 30 June 2003 (continued)****2. Operating profit**

The operating profit is stated after crediting:-

	<b>Year ended 30 June 2003 £</b>	<b>Year ended 30 June 2002 £</b>
Rental income	<u>57,878</u>	<u>65,680</u>

The audit fee is paid by the shareholder on behalf of the company.

**3. Interest payable**

	<b>Year ended 30 June 2003 £</b>	<b>Year ended 30 June 2002 £</b>
Interest payable on bank borrowings repayable within five year by installments	<u>57,878</u>	<u>65,680</u>

**4. Tax on profit on ordinary activities**

	<b>Year ended 30 June 2003 £</b>	<b>Year ended 30 June 2002 £</b>
<b>Current tax:</b>		
UK corporation tax on profit of the period	<u>-</u>	<u>-</u>

**The tax for the period is lower than the standard rate of corporation tax in the UK of 30%. The differences are explained below:**

Profit on ordinary activities before tax	<u>-</u>	<u>4,556,028</u>
Profit on ordinary activities multiplied by standard rate of tax in the UK at 30% (2002: 30%)	-	1,366,808
<b>Effects of:</b>		
Expenses not deductible for tax purposes	<u>-</u>	<u>(1,366,808)</u>
	<u>-</u>	<u>-</u>



**QUESTSUN LIMITED****Notes to the financial statements  
as at 30 June 2003 (continued)****5. Directors' emoluments and employee information**

The directors received no emoluments from the company during the period (2002: £nil). The company had no employees in the period (2002: None).

Both of the directors exercised share options in Galliford Try plc during the year

**6. Investment in subsidiary**

	30 June 2003 £	30 June 2002 £
Investment in subsidiary	<u>2</u>	<u>2</u>

The Company owns 100% of the issued share capital of Chancery Court Business Centre Limited, which is incorporated in England and Wales, has a coterminous year end and manages the development at High Wycombe owned by the Company.

**7. Debtors**

	30 June 2003 £	30 June 2002 £
Amounts owed by group undertakings	<u>19,085</u>	<u>85,751</u>

**8. Creditors: amount falling due within one year**

	30 June 2003 £	30 June 2002 £
Bank loans and overdrafts	<u>1,150,668</u>	<u>1,217,334</u>

The bank loan is secured on the company's development property

**9. Called up share capital**

	30 June 2003 £	30 June 2002 £
1,000 Ordinary shares of £1 each Authorised	<u>1,000</u>	<u>1,000</u>
100 Allotted, called up and fully paid shares	<u>100</u>	<u>100</u>

**QUESTSUN LIMITED****Notes to the financial statements  
as at 30 June 2003 (continued)****10. Reconciliation of movements in shareholders' funds**

	30 June 2003 £	30 June 2002 £
Opening shareholders' funds	118,419	(4,437,609)
Profit for the financial year	<u>-</u>	<u>4,556,028</u>
Closing shareholders' funds	<u>118,419</u>	<u>118,419</u>

**11. Related party transactions**

Transactions with other companies have not been separately disclosed, as under FRS 8 this is not required as the company is a wholly-owned subsidiary of Galliford Try plc whose consolidated accounts are publically available.

**12. Ultimate parent company**

The company's immediate parent company is Galliford Try Properties Limited. The ultimate parent company is Galliford Try plc which is registered in England and Wales. Copies of the consolidated financial statements of Galliford Try plc are available from The Company Secretary, Galliford Try plc, Cowley Business Park, Cowley, Uxbridge, Middlesex UB8 2AL.

**13. Contingent Liabilities**

There were contingent liabilities under composite guarantees given by the parent company and the subsidiaries in respect of bank facilities of group companies. At 30 June 2003 such facilities had been utilised to the extent of £13,000,000 (2002: £1,809,000). It is not expected that any liability will be incurred in respect of these guarantees.