

VISTA CENTRE LIMITED

ANNUAL REPORT

FOR THE YEAR ENDED

31 DECEMBER 2005

PricewaterhouseCoopers LLP

Chartered Accountants and

Registered Auditors

1 Embankment Place

London

WC2N 6RH

Company No. 2329963



VISTA CENTRE LIMITED

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FOR THE YEAR ENDED 31 DECEMBER 2005

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VISTA CENTRE LIMITED

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2005

The Directors are pleased to present their annual report together with the audited financial statements for the year ended 31 December 2005.

1 PRINCIPAL ACTIVITY

The principal activity of the Company is to invest in commercial property.

2 REVIEW OF THE BUSINESS

The results for the year are shown on page 4 of the annual report. The Directors expect the principal activity of the Company to remain unchanged for the foreseeable future.

3 FINANCIAL RISK MANAGEMENT

The Company's operations expose it to the risk of interest rate fluctuations. The Company addresses such risks by purchasing interest rate hedging instruments. Such instruments have a year end book value of £77,055 (2004: £nil) and a year end market value of £47,581 (2004: £nil).

4 DIVIDENDS

No dividend was proposed by the Directors for the year ended 31 December 2005 (2004: none).

5 DIRECTORS

The Directors of the Company during the year were as follows:

Mr P Sjöberg (appointed 1 January 2006)
Mr S F Board (appointed 1 January 2006)
Mr D Bäverstam
Mr T J Thomson (resigned 1 January 2006)

The Directors had no interests in the shares of the Company at any time during the year. The interests of the Directors, who are also directors of the parent company, in CLS Holdings plc, are disclosed in that company's financial statements.

VISTA CENTRE LIMITED

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2005 (CONTINUED)

6 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 the affairs of the Company and of the profit or loss of the Company for that period. In preparing the 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 the going concern basis unless it is inappropriate to presume that the Company will continue in business.

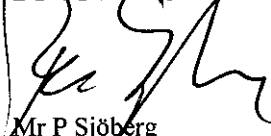
The Directors confirm that the financial statements comply with the above standards.

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.

7 AUDITORS

A resolution to reappoint PricewaterhouseCoopers LLP as auditors to the Company will be proposed at the forthcoming annual general meeting.

BY ORDER OF THE BOARD


Mr P Sjöberg
Director

REGISTERED OFFICE:

26th floor, Portland House
Bressenden Place
London
SW1E 5BG

31 May 2006

VISTA CENTRE LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF VISTA CENTRE LIMITED

We have audited the financial statements of Vista Centre Limited for the year ended 31 December 2005 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). 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 other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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 judgments 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, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2005 and of its profit for the year then ended; and
- have been properly prepared in accordance with the Companies Act 1985.


PricewaterhouseCoopers LLP

Chartered Accountants and Registered Auditors

London

31 May 2006

VISTA CENTRE LIMITED
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2005

	NOTES	2005 £	2004 £
Rental income		1,149,371	1,058,084
Other income		16,147	26,000
Service charge expenditure recovered		548,647	419,414
		<hr/>	<hr/>
Turnover	(1)	1,714,165	1,503,498
Service charge expenditure		(782,855)	(632,607)
		<hr/>	<hr/>
Net rental income		931,310	870,891
Administrative expenses		(246,272)	(388,775)
		<hr/>	<hr/>
Operating profit		685,038	482,116
Interest receivable and similar income		872	410
Interest payable and similar charges	(2)	(753,849)	(649,250)
Exceptional income - write back on revaluation		1,409,970	3,186,516
		<hr/>	<hr/>
Profit on ordinary activities before taxation	(4)	1,342,031	3,019,792
Tax charge on profit on ordinary activities - deferred	(5)	(684,923)	(170,820)
		<hr/>	<hr/>
Retained profit for the year	(12)	657,108	2,848,972
		<hr/>	<hr/>

The Company has no other recognised gains or losses other than those reported in the above profit and loss account.

There is no material difference between the profit on ordinary activities before taxation and the retained profit for the year stated above and their historical cost equivalents.

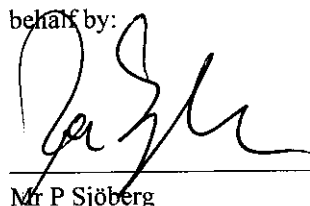
All items included in the above profit and loss account are part of continuing operations.

VISTA CENTRE LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2005

	NOTES	2005 £	2004 £
FIXED ASSETS			
Tangible assets	(6)	14,930,000	13,500,000
CURRENT ASSETS			
Debtors amounts falling due after more than one year	(7)	61,129	-
Debtors amounts falling due within one year	(7)	319,941	237,734
Cash at bank and in hand		330,648	45,602
CREDITORS: amounts falling due within one year	(8)	711,718 (1,344,493)	283,336 (4,979,616)
NET CURRENT LIABILITIES		(632,775)	(4,696,280)
TOTAL ASSETS LESS CURRENT LIABILITIES		14,297,225	8,803,720
CREDITORS: amounts falling due after more than one year	(9)	(10,525,974)	(6,374,500)
PROVISIONS FOR LIABILITIES AND CHARGES	(10)	(1,874,334)	(1,189,411)
NET ASSETS		1,896,917	1,239,809
CAPITAL AND RESERVES			
Called up share capital	(11)	100	100
Profit and loss account	(12)	1,896,817	1,239,709
EQUITY SHAREHOLDERS' FUNDS		1,896,917	1,239,809

These financial statements on pages 4 to 10 were approved by the Board of Directors on 31 May 2006 and signed on its behalf by:



DIRECTOR

Mr P Sjöberg

VISTA CENTRE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2005

1 PRINCIPAL ACCOUNTING POLICIES

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements.

1.1 *Basis of preparation*

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of land and buildings and in accordance with applicable UK accounting standards. The Company has taken advantage of the exemption in Financial Reporting Standard No. 1 as a cash flow statement has been prepared for the Group. The Company is a wholly owned subsidiary of CLS Holdings plc and has taken advantage of the exemption in Financial Reporting Standard No. 8 not to detail transactions with fellow Group undertakings as the financial statements of CLS Holdings plc are publicly available. The Company has received assurances from fellow group Companies that sufficient funds will be made available to meet the company's requirements for at least twelve months from the date of these accounts. Accordingly, these financial statements have been prepared on a going concern basis.

1.2 *Tangible fixed assets*

Investment properties are revalued bi-annually. Completed investment properties are stated at their open market value. Investment properties in the course of development are stated at open market value in their existing state. Surpluses or deficits arising on revaluation are reflected in the revaluation reserve. Revaluation deficits in excess of the amount of prior revaluation surpluses are charged to the profit and loss account.

1.3 *Depreciation*

In accordance with Statement of Standard Accounting Practice 19 no depreciation is provided on completed freehold investment properties. The requirement of the Companies Act 1985 is to depreciate all properties, but that requirement conflicts with the generally accepted accounting principle set out in SSAP 19. The Directors consider that, as these properties are not held for consumption but for investment, to depreciate them would not give a true and fair view, and that it is necessary to adopt SSAP 19 in order to give a true and fair view. Depreciation or amortisation is one of many factors influencing a property valuation and if depreciation or amortisation might have been charged, it is not possible to identify or quantify this separately.

1.4 *Turnover*

Turnover comprises the total value of rents and service charges receivable under operating leases, including reverse premiums paid by tenants on surrender of leases and property-related services provided during the year, excluding VAT. Where there is a material rent free period and the amount is considered to be recoverable, the income is spread evenly over the period to the date of the first break. Rents received in advance are shown as deferred income in the balance sheet.

VISTA CENTRE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2005 (CONTINUED)

1.5 *Deferred taxation*

Deferred taxation is recognised in respect of timing differences arising from differences in the treatment for accounts and tax purposes of transactions or events recognised in the financial statements except that:

- Provision is not made in respect of property revaluation gains and losses, and
- Deferred tax assets are recognised only to the extent that suitable taxable profits are considered sufficiently certain to arise which could be set against these assets when they reverse.

Deferred tax is measured on a non-discounted basis at the tax rates that are expected to apply in the periods in which the timing differences reverse.

1.6 *Loan Costs*

Issue costs relating to new loans are capitalised and amortised to follow the profile of the loan principal. Unamortised amounts at the balance sheet date are deferred against the loan liability.

1.7 *Interest Rate Caps*

The premium paid for interest rate caps used to hedge borrowings is held within debtors on the balance sheet and amortised over the period of the cap.

2 INTEREST PAYABLE AND SIMILAR CHARGES	2005 £	2004 £
On bank loan	491,220	451,331
Amortisation of refinancing and arrangement fees	8,716	7,338
Amortisation of interest rate caps	2,662	-
On loans from group undertaking	251,251	190,581
	<u>753,849</u>	<u>649,250</u>

3 DIRECTORS' EMOLUMENTS & EMPLOYEE INFORMATION

The emoluments of the Directors of the Company, who are Directors of CLS Holdings plc, are disclosed in that Company's financial statements in respect of their services to the Group as a whole. The Company had no employees during the year (2004: none).

4 PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

	2005 £	2004 £
This is stated after charging:		
Auditors' remuneration	<u>1,000</u>	<u>1,000</u>

VISTA CENTRE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2005 (CONTINUED)

5 TAX ON PROFIT ON ORDINARY ACTIVITIES

	2005 £	2004 £
UK corporation tax at 30% (2004: 30%)	-	-
Deferred tax charge: origination and reversal of timing differences	684,923	170,820
	<u>684,923</u>	<u>170,820</u>

No provisions for corporation tax has been made for the year due to the availability of losses. Losses are available from one or more of the following sources: losses arising in the year or losses brought forward. Losses arising in the period have been surrendered free of charge.

The current tax charge for the period is lower in 2005 and 2004 than the standard rate of UK corporation tax (30%) as explained below:

	2005 £	2004 £
Profit on ordinary activities before taxation multiplied by the standard rate of UK corporation tax of 30% (2004: 30%)	402,609	905,938
<u>Effect of:</u>		
Differences due to expenses non-deductible and items not included in profit for tax purposes	-	(955,955)
Losses used or surrendered by group/consortium relief and differences between capital allowances and depreciation	(402,609)	50,017
	<u>-</u>	<u>-</u>
Adjusted tax charge in profit and loss account	-	-

The Company expects to be able to shelter future taxable profits in a similar manner.

6 TANGIBLE ASSETS

	2005 £	2004 £
Freehold investment property		
At 1 January	13,500,000	10,000,000
Additions	20,030	313,484
Surplus on revaluation	1,409,970	3,186,516
	<u>14,930,000</u>	<u>13,500,000</u>
Valuation at 31 December	14,930,000	13,500,000

At 31 December properties were revalued to an estimate of their open market values taking into account their condition and tenancies existing at that date. Property valuations were carried out by independent valuers, Allsop & Co. Chartered Surveyors. The historical cost of investment properties included at valuation was £17,593,899.

7 DEBTORS

	2005 £	2004 £
Amounts falling due within one year:		
Trade debtors	214,090	100,844
Amounts due from group undertakings	29,919	93,528
Other debtors	15,926	16,356
Prepayments and accrued income	60,006	27,006
	<u>319,941</u>	<u>237,734</u>
Amounts falling due after more than one year:		
Other Debtors	61,129	-

VISTA CENTRE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2005 (CONTINUED)

8	CREDITORS: amounts falling due within one year	2005 £	2004 £
	Bank loans	275,000	900,000
	Unamortised arrangement and finance fees	(35,322)	(5,504)
	Amounts due to group undertakings	533,551	3,556,857
	Other taxation and social security	39,078	54,048
	Other creditors	72,880	42,132
	Accruals and deferred income	459,306	432,083
		<u>1,344,493</u>	<u>4,979,616</u>
9	CREDITORS: amounts falling due after more than one year	2005 £	2004 £
	Bank loans	10,645,000	6,374,500
	Unamortised arrangement and finance fees	(119,026)	-
		<u>10,525,974</u>	<u>6,374,500</u>
	An analysis of the maturity of the bank loan is as follows:	2005 £	2004 £
	In one year or less, or on demand.	239,678	894,496
	In more than one year but not more than two years.	666,398	6,374,500
	In more than two years but not more than five years.	9,859,576	-
		<u>10,765,652</u>	<u>7,268,996</u>

Interest is charged on the bank loan at the rate of LIBOR plus a margin of 1.00% and is secured by a legal charge over the property to which it relates.

The capitalised arrangement fees for the year are £157,560 (2004: £nil).

10 PROVISIONS FOR LIABILITIES AND CHARGES

Deferred taxation is provided as follows:

	2005 Provision £	Amount unprovided £	2004 Provision £	Amount unprovided £
Capital allowances in excess of depreciation	1,874,334	-	1,742,478	-
Future benefit of tax losses	-	-	(553,067)	-
	<u>1,874,334</u>	<u>-</u>	<u>1,189,411</u>	<u>-</u>
At 1 January	1,189,411		1,018,591	
Amount charged to profit and loss	684,923		170,820	
At 31 December	<u>1,874,334</u>		<u>1,189,411</u>	

No provision has been included in the financial statements for deferred taxation on revaluation as there are no plans to sell the investment property and therefore no liability is anticipated in the foreseeable future. Such tax would only become payable if the property were sold without it being possible to claim other loss reliefs.

VISTA CENTRE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2005 (CONTINUED)

11 CALLED UP SHARE CAPITAL

	2005 £	2004 £
Authorised Ordinary shares of £1 each	<u>10,000</u>	<u>10,000</u>
Authorised, allotted, called up and fully paid: Ordinary shares of £1 each	<u>100</u>	<u>100</u>

12 RECONCILIATION OF MOVEMENT IN EQUITY SHAREHOLDERS' FUNDS

	Share Capital £	Profit & Loss Account £	2005 Total £	2004 Total £
Balance at 1 January	100	1,239,709	1,239,809	(1,609,163)
Retained profit for the year	-	657,108	657,108	2,848,972
	<u>100</u>	<u>1,896,817</u>	<u>1,896,917</u>	<u>1,239,809</u>

13 CONTINGENT LIABILITIES

In the Directors' opinion, no contingent liabilities exist.

14 PARENT UNDERTAKING

The Directors consider that the immediate, ultimate parent undertaking and controlling party is CLS Holdings plc which is registered in England and Wales. Copies of the parent's consolidated financial statements may be obtained from The Secretary, CLS Holdings plc, 26th floor, Portland House, Bressenden Place, London, SW1E 5BG.